

## **Nebraska Environmental Health Association By-Laws**

### Article I

1. The name of the Association shall be Nebraska Environmental Health Association, Inc. This Association was created under the authority of Nonprofit Corporation Act in sections 21-901 to 21-1991, R.R.S., 1943, of the laws of the state of Nebraska, February 16, 1970, by filing articles of incorporation with the Secretary of State of Nebraska and the county clerk of Lancaster County, Nebraska.
2. The Association will abide by the Code of Ethics established by the National Environmental Health Association, Inc., as may be amended from time to time and is an affiliate thereof.

### Article II - Offices

The registered office of the Association required by the articles must be maintained in the state of Nebraska, and the address of the registered office may be changed from time to time by the board of directors but the registered office of the Association and that of the registered agent must always be the same pursuant to law above-mentioned.

### Article III - Objectives

The objectives of this Association are; To foster and promote high standards in the work of environmental health, and of qualifications for engaging therein; to bring about harmonious and cooperative effort for the better understanding and more efficient rendering of the duties and responsibilities of environmental health specialists; to strive for their recognition for public and official sources as a scientific group, rendering an environmental health service for the general welfare of the public; to encourage reciprocal cooperation of the various branches and departments of government and activities directed toward the improvement of the public health. To work toward the certification and registration of sanitarians on a state and national basis and to professionalize their status.

### Article IV - Membership

#### Part A.

Section 1. There shall be five classes of membership, namely:

1. Active membership
2. Retired membership
3. Associate membership
4. Student membership
5. Sustaining membership

Section 2. Any person who was/is employed in environmental health or related fields, or any such person furthering their education in the public health field is eligible to become an active member of the Nebraska Environmental Health Association, Inc.

Section 3. Retired membership may be, conferred upon any individual who has been a member of the past consecutive five years of Nebraska Environmental Health Association, and has retired with a minimum of 20 years service in the public health field.

Section 4. Any person, firm, or corporation who is interested in the objectives of the Nebraska Environmental Health Association shall be eligible for an associate membership.

Section 5. Any student pursuing a degree in public health, environmental science, or a related field is

eligible to become a member as a student member, provided he/she cannot qualify for an active membership.

Section 6. All memberships in the Association shall be granted only upon the approval of the Board of Directors

Section 7. Any company or corporation with a general interest in the Nebraska Environmental Health Association, Inc., its objectives and purposes, and a desire to contribute to the Association's success shall be eligible for sustaining membership.

#### Article IV - Membership

##### Part B.

Section 1. Annual meeting. The annual meeting of the membership shall occur between September 15 and December 1 of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of the directors shall not be held at such meeting or any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the membership as soon thereafter as conveniently possible.

Section 2 Special meetings. Special meetings of the members may be called by the president or by the board of directors. Special meetings of the members may also be called by the president on the request of not less than 1/20 of all members on the Association records who are entitled to cast votes at said meeting.

Section 3. Place of meetings. The board of directors may designate any place, either within or without the state of Nebraska, as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

Section 4. Notice of meetings. Written or printed notice stating the place, date and hour of meeting, and, in case of a special meeting, the purpose or purposes of which the meeting is called shall be delivered not less than 10, nor more than 50 days before the date of the meeting, either personally, or by mail, or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of the Association of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his/her address as it appears on the record of the Association, with postage thereon prepaid.

Section 5. Members voting. All active and retired members who are in good standing shall be entitled to vote on each matter submitted to a vote of the members, except as herein provided. A member may vote in person or by proxy, executed in writing by the members or by his/her duly authorized attorney in fact. No proxy shall be valid after 11 months after its execution, unless otherwise provided in the proxy. The election of directors and officers of the Association by members entitled to cast votes may be conducted by mail.

#### Article V - Finances

Section 1. Membership dues of the Association are as follows:

- \*Active membership - \$10 per year
- \*Retired membership - \$0
- \*Associate membership - \$ 15 per year
- \*Student membership - \$ 10 per year
- \*Sustaining membership - \$50 per year

All dues are payable on January 1 of each year.

Section 2. In case of necessity, the president shall be authorized to appoint a committee to find ways and means to raise additional funds.

#### Article VI - Board of Directors

Section 1. General powers. The business of the Association shall be managed by its board of directors.

Section 2. Number, tenure, qualifications. The board of directors shall consist of the president, president elect, vice president, secretary, treasurer, two board members, and the past president after they have been duly elected from among the members. The directors shall be elected by a majority of votes cast by the members in good standing at the annual meeting. Each director shall hold office until the next annual meeting of the members and until his/her successor has been elected and qualified except as specified in Article VII, Section 1.

Section 3. 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 the members. The board of directors may provide, by resolution, a time and place, either within or without the state of Nebraska, for the holding of additional regular meetings without other notice than this resolution.

Section 4. Special meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the state of Nebraska, as the place of holding any special meeting of the board of directors as called by them.

Section 5. Quorum. A majority of the number of directors fixed by the by-laws shall constitute a quorum for the transaction of business. The act of the majority of directors or trustees present at the meeting, at which a quorum is present, shall be the act-of the board of directors, unless the laws of Nebraska provide that a greater number shall be required.

Section 6. Vacancies. Any vacancy occurring in the board of directors may be filled by an affirmative vote of the majority of the board of directors. A director elected, or appointed as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of the members called for that purpose.

Section 7. Expenses and compensation. By resolution of the board of directors, the directors may be paid their expenses (if any) of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at such meeting of the board of directors.

Section 8. Board of directors; committees; designates. The board of directors may approve nominations of members of committees appointed by the president by a resolution adopted by a majority of the directors in office, which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the Association; said committee or committees shall be restricted in their power and authority as provided by laws of the state of Nebraska and have only such authority as granted them in the resolution creating said committee as is provided by law. The designation, appointment, and approval 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/her by law.

Section 9. Standing committees. The following committees shall be appointed by the president and confirmed by the board of directors and any others that may be required:

Nominations Legislation/Resolutions/By-laws Membership

## Awards Education/Program Publications

These committees may submit their reports in writing, dated and signed by the members of the respective committees, to the president who shall refer same to the board of directors. Such reports will then be kept on file by the secretary. Members of these committees not agreeing with the report may submit a written minority report in the same manner.

## Article VII - Officers

Section 1. Officers: election: appointment. The officers of the Association shall consist of a president, a president-elect a vice president, a secretary and a treasurer, and such other officers or assistant officers as may be deemed necessary, each of whom shall be elected or appointed at such time and in such manner as may be prescribed in these By-laws. If no provision is prescribed for election or appointment of officers, they shall be elected or appointed annually by the board of directors. Any two or more offices may be held by the same person, except the offices of President and vice president. All of said offices shall be elected for one year, except the Secretary and treasurer who shall be elected for two years, or until successors have been duly elected or appointed. The term of office for the secretary and treasurer shall not terminate on the same, but on alternate years. The term of office for the two board members at large shall be two years and shall not terminate on the same year, but on alternate years. Only members in good standing are eligible to hold office.

Section 2. The vice president shall assume the duties of the president in his/her absence or vacancy of office.

Section 3. The president, who completes his /her term of office, being the immediate past president, automatically becomes a director of the Association for a term of one year,

Section 4. In the event of vacancy of any other office, a member of the Association shall be elected or appointed by the board to fill the vacancy and to hold office until the next annual meeting.

## Article VIII - Duties of Officers

Section 1. The duties of the officers are such as are implied by their respective titles and which usually pertain to their respective offices of which may from time to time be delegated to them by the board of directors.

Section 2. The president shall preside at the meetings of the Association and subject to the approval of the board of directors shall appoint committees.

Section 3. The president elect shall assist the president, attend the board meetings and prepare himself/herself for the office of president. The president-elect shall chair the Legislation/Resolutions/By-Laws Committee.

Section 4. The secretary shall keep full records of all proceedings of the Association and the board of directors and shall have custody of all records and papers belonging to it, unless otherwise provided for, notify all officers of their election and all members of committees of their appointments, give notice of the time and place of scheduled meetings, and conduct the correspondence of the Association and the board of directors.

Section 5. The treasurer shall have charge of all funds of the Association and shall deposit same in the bank at the direction of the board of directors. He/she shall report the financial condition of the Association to the board of directors whenever requested to do so. The treasurer shall chair the Membership Committee.

Section 6. The past president shall chair the Nominations Committee.

## Article IX - Resolutions

Section 1. Resolutions may be proposed in writing by five (5) members in good standing and submitted in duplicate to the secretary of the Association. The secretary shall submit one copy to the board of directors. The Association shall not act on any resolution dealing with controversial questions that are fundamentally racial, religious, or political in nature.

Section 2. All resolutions to be forwarded to the national Association must be in the hands of the Nebraska Environmental Health Association, Inc., board of directors, at least (30) days before the Nebraska Environmental Health Association, Inc., annual meeting.

## Article X - Amendments

Section 1. As a prerequisite to the adoption of any amendment to these by-laws, the amendment must first have been submitted to the board of directors at least thirty (30) days prior to such annual meeting. The secretary will notify all members of the proposed change or changes to be discussed and voted on at the annual meeting. The proposed change to the by-laws shall be included with the notice of annual meeting.

Section 2. These by-laws may be amended by an affirmative vote of the majority of membership present at an annual meeting and who are in good standing. It is at the annual meeting that such amendment is submitted to a vote.

## Article XI - Procedure Not Covered

Section 1. In all matters not covered by these by-laws, Robert's Rules of Order shall prevail.

Section 2. The national Association by-laws shall be referred to in any matters not expressed in the by-laws of the Nebraska Environmental Health Association, Inc.

## Article XII - Delegate to the Annual National Meeting

Section 1. The President and President Elect will serve as the Nebraska Environmental Health Association representatives to the National Environmental Health Association. As such, the President and President elect must be members of the National Environmental Health Association. The Nebraska Environmental Health Association shall pay the National Environmental Health Association membership fee of the President and President Elect during their terms of office.

Section 2. The President of the Nebraska Environmental Health Association, Inc. shall be the official delegate to the National Environmental Health Association, Inc. Annual Meeting. Should the President be unable to attend the National Annual Meeting, the President Elect shall be the first alternate delegate. Should the President Elect be unable to attend, the Board of Directors shall select a member in good standing of the Nebraska Environmental Health Association as the official delegate to the National annual Meeting.

Section 3. The Nebraska Environmental Health Association, Inc., may contribute to the expense of the official delegate to attend the National Annual Meeting. Such support shall be limited to \$500. Such contribution shall be determined by the Board of Directors of the Nebraska Environmental Health Association, Inc.

By-laws amended at Annual Conference October 25, 2006