

BY-LAWS OF THE MINNESOTA ENVIRONMENTAL HEALTH ASSOCIATION, INC.

ARTICLE I

The name of this Corporation shall be: "Minnesota Environmental Health Association, Inc."
This Corporation is an affiliate of the National Environmental Health Association, Inc.

ARTICLE II - Objectives

The Objectives of this Corporation are:

1. To foster and promote high standards of professionalism in the field of Environmental Health.
2. To promote and support qualifications for engaging in the profession of Environmental Health, including credentialing of Environmental Health professionals.
3. To recognize and promote the Environmental Health professional and the field of Environmental Health.
4. To encourage cooperation within governmental agencies, private practitioners, and institutional practitioners in the environmental health practices.
5. To provide educational resources to maintain Environmental Health credentials.
6. To provide communication and networking opportunities for members of the association.

ARTICLE III - Membership

Section 1. There shall be eight (8) classes of membership, namely:

- a. Active membership
- b. Retired membership
- c. Honorary membership
- d. Student membership
- e. Junior membership
- f. Sustaining membership
- g. Institutional membership
- h. Life membership

Section 2. Active membership is offered to an individual who is or has been engaged in environmental health work or associated activities for a public or private organization.

Section 3. Retired membership may be awarded to any active member, provided the individual has belonged to the Association for at least five consecutive years preceding retirement; has accrued at least twenty (20) years of environmental health service; and is currently retired.

Section 4. Honorary membership may be conferred upon any person for distinguished achievement or service for public benefit by a two-thirds (2/3) vote of the Board of Directors.

Section 5. Student membership is available to a full time student working towards a degree in Environmental Health, Environmental Science, Public Health or an associated discipline.

Section 6. Junior membership may be awarded to a college student in a non-environmental health degree program or a junior or senior high school student with an interest in environmental health.

Section 7. Sustaining membership is available to individuals, firms, or corporations expressing an interest in the Association and its objectives.

Section 8. Institutional membership may be conferred on any institution involved in the educational aspects of environmental health or an associated field.

Section 9. Life membership may be conferred on any previously Active member upon a unanimous vote by the Board.

Section 10. A membership may be revoked for just cause by two thirds (2/3) vote of the Board of Directors.

ARTICLE IV - Finances

Annual membership dues in the Association are set by the Board of Directors.

- a. All renewals are due on the anniversary of the member's membership date.
- b. The Board of Directors may establish a penalty for late payment of dues.
- c. Dues are subject to change by majority vote of the Board of Directors.

ARTICLE V - Officers and Directors

Section 1. The Officers of this Corporation shall be: President, President-Elect, Vice President, Secretary, and Treasurer. These officers shall serve for a term of one year, or until successors have been duly elected or appointed. Only eligible members who are in good standing are eligible to become Officers.

Section 2. The President-Elect shall automatically assume the Office of President, when that office is vacated, and the Vice President shall automatically assume the Office of President-Elect when that office is vacated. In the event of a vacancy in the office of Vice President before six months of that office's term has expired, it shall be filled by nomination as described in the Corporation Policy and Procedure manual. Any Vice President so elected shall succeed to the offices of President-Elect and President as described above.

Should a vacancy in the office of Vice President occur on or after six months of the term has expired, the President shall appoint a member to hold that office for the remainder of the term, subject to Board approval. At the next Annual Election, both the offices of Vice President and President-Elect shall be filled. At that time, the appointee shall be eligible to run for either Vice President or President-Elect.

In the event of any other office or Board vacancy, the President shall appoint a member to serve for the remainder of the term, subject to Board approval.

Section 3. The President who completes his/her term of office, being the immediate Past President, continues serving on the Board for two years as 1st Past President and then 2nd Past President.

Section 4. Eligible members who are in good standing are eligible to become a Director who is elected to a three-year term, one to be elected each year.

Section 5. One eligible member, who is in good standing, is eligible to become a Member at Large, and is elected for a one-year term.

Section 6. The eleven voting members of the Board of Directors shall consist of: President, President-Elect, Vice President, Secretary, Treasurer, two Past Presidents, Member at Large, and three Directors. The President of the Student Minnesota Environmental Health Association, and any officer of the National Environmental Health Association or the Student National Environmental Health Association and who is a member of the corporation shall be an ex-officio member of the Board of Directors.

Section 7. Officers and Directors shall be elected by a majority of the votes cast by qualified voting members in good standing by mail ballot as per the Policy and Procedure Manual with the exception of the Treasurer who is appointed by the President with approval of the Board of Directors.

Section 8. Eligible members are active, retired, and lifetime members.

ARTICLE VI - 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, or which may from time to time be delegated to them by the Board of Directors.

Section 2. The President shall be the Chairperson of the Board of Directors, preside at the Annual Meeting of the Corporation, and subject to the approval of the Board of Directors, shall appoint the standing committee chairpersons and any Ad Hoc Committees as required to conduct the business of the Corporation.

At the National Meeting, the President's duty shall be to serve as both the Official Delegate by attending the official meetings and as an ambassador for the Association by attending other official and non-official social events at which the President can promote the interests of the Association.

Section 3. The President-Elect shall assist the President, attend the Board meetings, preside in the Presidents absence, and he/she shall be ex-officio member of all committees and shall, upon request, report to the Board on the committees. The President-Elect shall attend the Annual National meeting as an unofficial delegate. This will provide for an orientation process to the National Board of Directors prior to becoming the official delegate. The President-Elect will also serve as an extension of the MEHA conference planning committee in researching individuals that can be presenters at the MEHA Educational Conferences.

Section 4. The Secretary shall keep full records of all proceedings of the Corporation, and the Board of Directors, have custody of all records and papers belonging to it, unless otherwise provided for, notify all Officers of their election, and all members of the Committees of their appointments, give notice of the time and place of scheduled meetings, conduct the correspondence of the Corporation, and of the Board of Directors and to make known all correspondence from the National Environmental Health Association, Inc., and of the Minnesota Environmental Health Association, Inc., and maintain official copies of the By-laws, the Policy and Procedure Manual, Articles of Incorporation and the Mission Statement.

Section 5. The Treasurer shall have charge of all funds of the Corporation, and shall deposit same in a bank, as directed by the Board of Directors. He/she shall report the financial condition of the Corporation to the Board of Directors whenever requested to do so. The Treasurer shall be bonded, in an amount, to be determined by the Board. The bonding expense shall be borne by the Corporation.

ARTICLE VII - Board of Directors

Section 1. The Board of Directors shall conduct the business of the Corporation and comply with the By-Laws of the National Environmental Health Association, Inc. The Board shall have all rights, privileges, and duties as are generally conferred upon the Board of Directors.

Section 2.

- a. Board of Directors Meetings shall be called by the President whenever it may become necessary. Six (6) voting Board members shall constitute a quorum to legally conduct the business of the Corporation.
- b. When there are not six (6) voting Board members present at any regular authorized Board of Directors Meeting, the presiding officer is hereby authorized to appoint not more than two members who are in good standing to act on said Board at any meeting as a Director with full authority.

Section 3. When electronic (e.g. email) business is requested of the Board of Directors, the procedures provided in the Corporation Policy and Procedure manual will be followed.

ARTICLE VIII - Meetings

Section 1. The Annual Business meeting shall be held at a time and place fixed by the Board of Directors. The members shall be notified of such meeting not more than thirty (30) days prior to such meeting.

Section 2. Alcoholic beverages shall not be purchased with MEHA funds.

ARTICLE IX - Voting Privileges

Every member, except Junior members, who is in good standing shall be entitled to vote.

ARTICLE X - Nominations

Section 1. The nominations committee shall present to the Board of Directors a list of candidates recommended for election. The list shall be presented and approved at a February Board meeting or before February 28th.

Section 2. Paper ballots will be mailed, or electronic ballots instructions sent, to all members of the Corporation with the results announced at the annual meeting. Procedures for the ballots shall be listed in the Corporation Policy and Procedure manual. In the event of a tie vote for any elected office, a new ballot will be distributed to the members present at the annual meeting.

ARTICLE XI - Committees

Section 1. It shall be the duty of the committees to submit their reports in writing, dated and signed by the chair of each respective committee, at least 30 days prior to the annual meeting date, to the President, who shall refer same to the Board of Directors and which reports shall then be kept on file by the Secretary.

Section 2. Members of these committees, not agreeing, may submit a written minority report in the same manner.

Section 3. Each committee shall consist of a chair and/or co-chair and at least two (2) other members in good standing.

ARTICLE XII - Resolutions

Resolutions may be proposed in writing by five members in good standing, and submitted in duplicate to the Secretary of the Corporation. The Secretary shall submit one copy to the Board of Directors. The Corporation shall not act on any resolutions dealing with controversial questions which are fundamentally racial, religious, or politically partisan in nature.

ARTICLE XIII - Amendments

Section 1. As a pre-requisite to the adoption of any amendment to these By-Laws, the amendment must first have been submitted to the Board of Directors at least ninety (90) days prior to such Annual Meeting. The Secretary will notify all members of the proposed change.

Section 2. These By-Laws may be amended by an affirmative vote of the majority of qualified voting members present at the Annual Meeting. It is at the Annual Meeting, that such amendment is submitted to a vote.

ARTICLE XIV - Procedures Not Covered

In all matters not covered by these By-Laws or Policy and Procedure Manual, Robert's Rules of Order, shall prevail.

ARTICLE XV - Delegate to the Annual National Meeting

The Corporation may send an Official Delegate to attend the National Environmental Health Association, Inc. Annual Meeting.

ARTICLE XVI - Policy and Procedure Manual

The Board shall develop and maintain a Policy and Procedure Manual for guidance in conducting the affairs of the Corporation within the framework of the By-Laws, and which are herein incorporated by reference.

ARTICLE XVII - 39th AEC Revenue Usage

Section 1. The Treasurer of the Corporation shall maintain the principal amount of money generated from the 1975 National Environmental Health Association Educational Conference, namely \$5,000 in an interest bearing savings account approved by the Board of Directors.

Section 2. The annual interest revenue generated from the savings account shall be designated as the Jack Caldwell Fund for Educational and Professional Development of the Minnesota Environmental Health Association.

Section 3. The Fund shall be annually dispensed for one or more of the following three sole purposes:

- a. Educational benefit of the entire MEHA membership, such as a seminar(s), annual meeting speaker(s), etc. It shall not be utilized for the sole benefit of one member or a small group of members.
- b. Special project to promote the MEHA sanitarians within the State of Minnesota via an effective, appropriate means, such as development and distribution of educational-promotional pamphlets, television or radio programs and printer media spots.
- c. Special enhancement of annual conference or direct benefit to MEHA members attending the Corporation's annual conference.

Section 4. The Board of Directors shall assume final responsibility for selection of the specific project for which the fund will be utilized during the year.

Section 5. The majority vote of the MEHA members in good standing at an annual MEHA meeting will be the sole authority to alter (change the status of) placement on the amount of the principal maintained in the savings account for generating the Jack Caldwell Fund.

Last approval: May 2019