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***ARTICLES
OF INCORPORATION
& BYLAWS***

**NATIONAL ENVIRONMENTAL
HEALTH ASSOCIATION**

Revised April 1, 2016

ARTICLES OF INCORPORATION & BYLAWS

NATIONAL ENVIRONMENTAL HEALTH ASSOCIATION, INCORPORATED

NEHA ARTICLES OF INCORPORATION

Preamble

We, the environmental health professionals of the United States of America and the world, in order to preserve, protect, and improve the quality of life for all; to control those constituents of the environment which cause, or may cause, deleterious effects to the health and well-being of humankind, or to the food and drink, lands, waters, atmosphere, shelter, and other resources upon which humanity is utterly dependent for survival; to control the acute and chronic diseases which afflict humankind; to reduce the risk of injury; to establish standards of competence and ethics against which the performance of our profession may be measured; to take an active leadership role in the resolution of issues and formulation of environmental health policies at the national level; and to create a forum for the free exchange of thought, opinion, philosophy, and technology, in a climate of mutual respect, now and in the future, do ordain and establish these Articles of Incorporation & Bylaws for the National Environmental Health Association.

ARTICLE I – NAME

Name

The name of this organization, a national, corporate, non-profit professional association, incorporated under the laws of California, shall be: the National Environmental Health Association, Incorporated.

ARTICLE II – DEFINITIONS

Definitions

Section 1. The word "AFFILIATE," hereinafter used, shall mean a state, territorial, regional, or specifically identifiable association affiliated with the National Environmental Health Association, Incorporated.

Section 2. The word "ASSOCIATION" and the acronym "NEHA," hereinafter used, shall mean the National Environmental Health Association, Incorporated.

Section 3. The words "BOARD," or "DIRECTORS," hereinafter used, shall mean and be composed of the nationally elected Board members ("officers"), each Regional Vice-President (who represents each region as established by the Board), and the Executive Director, who shall serve as a non-voting member of the Board.

Section 4. The words "AFFILIATE PRESIDENTS' COUNCIL," or "COUNCIL," hereinafter used, shall mean and include the Presidents of the active affiliates and the members of the Board. The Executive Director shall be a non-voting member of the Council.

Section 5. The word "AFFILIATE PRESIDENTS" hereinafter used, shall mean and be comprised of the President of each active affiliate. All Affiliate Presidents, or their proxies, shall be members in good standing of NEHA.

Section 6. The words "ENVIRONMENTAL HEALTH," hereinafter used, shall mean the science and practice of preventing human injury and illness and promoting well-being by identifying and evaluating environmental sources and hazardous agents and limiting exposures to hazardous physical, chemical, and biological agents in air, water, soil, food, and other environmental media or settings that may adversely affect human health.

Section 7. The words "INTERNATIONAL PARTNER ORGANIZATION" or "IPO", hereinafter used, shall mean an association of environmental health practitioners, which is organized outside the United States and its territories and possessions.

Section 8. The words "OFFICERS OF THE ASSOCIATION," or "OFFICERS," hereinafter used, shall mean the nationally elected Board members: the President, the President-elect, the First Vice-President, the Second Vice-President, and the Immediate Past-President.

Section 9. The words "POLICY AND PROCEDURE MANUAL," hereinafter used, shall mean the National Environmental Health Association's operational guidelines, as adopted and revised by the Board.

Section 10. The words "REGIONAL VICE-PRESIDENT," or "RVP," hereinafter used, shall mean the Board members elected by the NEHA voting members in the Region they represent.

ARTICLE III – PURPOSES

Purposes

Section 1. The purposes of the National Environmental Health Association shall be to maintain and improve the standards of performance of professionals in environmental health by encouraging research, education, and the dissemination of information by:

- A. Maintaining programs of credentialing and continuing education, and disseminating educational material;
- B. Sponsoring educational and scientific conferences, workshops, and stakeholder forums;
- C. Publishing, or causing to be published, scientific or other information relevant to environmental health professionals;
- D. Promoting the highest degree of skill, efficiency, and professional competence among those who practice in the profession of environmental health; and,
- E. Engaging in any other appropriate activities expected of a professional organization; provided, however, that the Association shall not function as a collective bargaining agent for the purpose of fixing the compensation or conditions of employment for any of its members, nor shall any Director, employee, or member issue or approve any commercial endorsement or cobranding agreement in the name of the Association without the approval of the Board of Directors.

ARTICLE IV – MEMBERSHIP

Membership

Section 1. There shall be four (4) classes of membership with voting privileges, designated as Active, Sustaining, Institutional, and Life; and five (5) classes of non-voting membership designated as Student, Emeritus, Honorary, International, and Subscribing. Sustaining and Institutional members shall designate one (1) individual who shall enjoy voting privileges on their behalf.

Section 2. The right to hold elective office and to chair standing committees shall be open to Active and Life members only.

ARTICLE V – FINANCES

Finances

Section 1. The operating expenses of the Association shall be met from membership dues and from any other revenue source approved by the Board. Financial grants for specific purposes may be accepted by the Board.

Section 2. All funds received, handled, and expended shall be accounted for as specified by the Board. The financial records of all funds received, handled, and expended shall be audited annually by Certified Public Accountants approved by the Board.

Section 3. The Executive Director, and other such persons as may be designated by the Board, shall be given compensation for the faithful performance of their duties in such form and amount as the Board shall, from time to time, determine.

Section 4. Annual dues for the various classes of membership shall be established by a two-thirds (2/3) majority of the Board and shall be recorded in the Policy and Procedure Manual. All such amounts shall stand until a change is voted and recorded. The establishment of Association dues shall in no way be associated with Affiliate dues.

ARTICLE VI – OFFICERS AND DIRECTORS

Officers and Directors

Section 1. The officers of this Association are defined in Article II, Section 8.

Section 2. Only Active and Life members shall be eligible for election as Officers or Directors of the Association. An affiliate officer or other voting affiliate board member cannot serve as a member of the NEHA Board of Directors. Should an affiliate officer or other voting affiliate board member be elected to the Board, he or she must resign their affiliate position before assuming their new NEHA position. Conversely, if a NEHA Director is elected an affiliate officer or other voting affiliate board member, that Director must resign from the NEHA Board before assuming the position as an affiliate officer or other voting affiliate board member.

Section 3. Officers shall serve in the same position for one (1) year unless advanced under Article XI, Sections 8 and 9. Regional Vice-Presidents' terms shall be for three (3) years. There is no term limit for RVPs.

Section 4. The Duties of the Directors shall be what is implied by their respective titles and what is specified in the Bylaws, the Policy and Procedure Manual, or as directed by the Board.

Section 5. Directors shall be persons who have been Active or Life members of the Association for at least three (3) consecutive years prior to taking office and shall remain Active or Life members during their terms in office.

Section 6. Officers and Directors shall represent the best interests of the Association.

ARTICLE VII – AFFILIATE PRESIDENTS

Affiliate Presidents

Section 1. The Affiliate Presidents of this Association are as defined in Article II, Section 5.

Section 2. All Affiliate Presidents shall be members of the Affiliate Presidents' Council.

Section 3. Affiliate Presidents shall serve terms as specified by their Affiliate. The Affiliate shall have no representation on the Council if: (1) the Affiliate President is not a NEHA member or discontinues his/her NEHA membership, (2) if the Affiliate President no longer represents or is a member of their appointing affiliate, or (3) the Affiliate does not qualify as an active NEHA affiliate.

ARTICLE VIII – BOARD

Board

Section 1. There shall be a Board as defined in Article II, Section 3.

Section 2. The Board shall fulfill its fiduciary responsibility to act in the best interest of NEHA. In addition to their legal duties of loyalty, care, and obedience, it shall be the duty of the Directors, collectively as the Board, to: oversee the administrative work of the Association; act as trustee of the Association's property; coordinate and review recommendations of the Council, Technical Advisors, committees, and NEHA staff; adopt strategic directions, goals, objectives, and policies for the Association; and carry out the policies adopted to achieve the goals and objectives of the Association.

Section 3. The Board shall have the following powers and duties in addition to those prescribed elsewhere in the Articles of Incorporation and Bylaws:

- A. Develop diverse and reliable revenue streams;
- B. Approve the annual budget of the Association;
- C. Direct the investment of NEHA's liquid assets;
- D. Develop and implement strategic directions for the Association;
- E. Possess and exercise powers in the management and direction of the business and professional activities of the Association in all cases in which specific policies of the Association have not been established;
- F. Employ an Executive Director and other needed employees, establish an Association office or offices, prescribe the duties of the Executive Director, and authorize a general budget for the operation of the Association office;
- G. Develop and maintain a Policy and Procedure Manual for guidance in conducting the affairs of the Association within the framework of the Articles of Incorporation and Bylaws;
- H. Investigate, or cause to be investigated, any alleged violations of the NEHA Code of Ethics for any NEHA member and the NEHA Code of Conduct and NEHA Board Accountability Policy for Directors and Officers of the Association;
- I. Investigate, or cause to be investigated, any alleged misconduct by a NEHA employee;
- J. Determine the conditions and carry through the arrangements whereby another organization, or the members thereof, may become a part of the Association;
- K. Develop and present position papers on behalf of the Association;
- L. Generally oversee and, when necessary, act upon the important affairs of the Association; and,
- M. Establish the organizational structure and code of ethics for the Association.

Section 4. The Board may appoint Ad Hoc Committees to perform special projects as directed by the Board, to advise the President in the day to day management decisions or to make decisions for which the Committees have

been empowered by the Board. Such Committees shall consist of Board members as the Board may appoint. The Executive Director shall serve as an *ex-officio* member of the Ad Hoc Committees.

ARTICLE IX – AFFILIATE PRESIDENTS’ COUNCIL

Affiliate Presidents’ Council

Section 1. There shall be an Affiliate Presidents’ Council, which shall be comprised as defined in Article II, Section 4.

Section 2. The functions of the Council shall be:

- A. Uphold the Articles of Incorporation and Bylaws;
- B. Facilitate communication between and among the active affiliates and NEHA;
- C. Provide guidance and input, when requested by the Board, on Articles of Incorporation and Bylaws revisions;
- D. Present or review proposed resolutions when requested by the Board; and,
- E. Provide feedback and recommendations to the Board.

Section 3. The NEHA President shall be the Chair of the Council.

Section 4. A quorum of the Council shall be a simple majority of the number of members. No Council business may be carried out without a quorum.

Section 5. The Council shall hold a minimum of one (1) meeting each year, which shall be designated as the Annual Council Meeting, and which shall be held in conjunction with the Annual Educational Conference. It shall include the:

- A. NEHA President’s Report;
- B. NEHA Executive Director’s Report;
- C. NEHA Finance Committee Chair’s Annual Report; and,
- D. Other business as defined in Article IX, Section 2.

Section 6. The agenda for each Council meeting shall be sent to all Council members, along with notification of each meeting, at least thirty (30) days prior to the meeting date. Items not on the agenda may be acted on only with the

consent of a majority of all members present at the meeting. The proceedings of all Council meetings, once approved, shall be distributed to all Council members.

ARTICLE X – BOARD MEETINGS

Board Meetings

Section 1. There shall be an Annual Educational Conference (AEC) at a time and place to be fixed by the Board.

Section 2. Special meetings may be called or authorized at the discretion of the President, or a majority of the Board members.

Section 3. There shall be at least two (2) meetings of the Board each year with one (1) being at the AEC and the other at a time and place of which the President approves.

Section 4.

- A. The agenda for each Board meeting shall be sent to all Board members, along with notification of each meeting, at least thirty (30) days prior to the meeting date. Items not on the agenda may be acted on only with the consent of a majority of the voting members present at the meeting. The minutes of all Board meetings, once approved, shall be distributed to the Board members.
- B. A simple majority of voting members shall constitute a quorum, and no business shall be conducted in the absence of a quorum.

ARTICLE XI – ELECTIONS

Elections

Section 1. Elective officers shall be nominated by a Nominating Committee, which shall consist of five (5) members of the Association, one (1) of whom shall be the Immediate Past-President, who shall serve as Chair and who will recommend, subject to Board approval, the remaining members.

Section 2. The established succession for national officers shall be from Second Vice-President to First Vice-President to President-Elect to President to Immediate Past-President. The office of President shall automatically be filled by the President-Elect of the previous year provided that he or she remains a voting Association member in good standing and is willing to serve.

The Nominations Committee shall automatically, and without any specific action required, nominate the current Second Vice-President for the position of First-Vice-President and the current First Vice-President for the position of President-Elect provided that they remain voting Association members in good standing and are willing to serve. In the event that a Second Vice-President or First Vice-President has not demonstrated a commitment to actively and constructively serve as a board member as determined by a majority vote of the Board by secret ballot at a board meeting preceding the opening of nominations, the Nominations Committee will solicit additional applications for nomination for First Vice-President and/or President-Elect in the same manner that it solicits candidates for Second Vice-President. No additional applications for nomination as First Vice-President and/or President-Elect will be accepted absent a vote by the Board of Directors as described above.

Section 3. The Nominations Committee shall solicit applications from voting Association members interested in serving as Second Vice-President. These applications for nomination must be received by the NEHA office not less than ninety (90) days nor more than two-hundred and seventy (270) days prior to the election. When a deadline falls on a weekend or national holiday, applications received on the next business day will be accepted as having met the deadline. Applications for nomination as Second Vice-President shall include the candidate's application form and resume. Application forms shall be endorsed by at least five (5) voting members of the Association residing in at least three (3) different NEHA regions. The Nominations Committee shall make every reasonable effort to provide a minimum of two (2) nominations for the office of Second Vice-President.

Section 4. The Nominations Committee shall solicit applications from voting Association members interested in serving as a Regional Vice-President in those regions where the Regional Vice-President's term expires in the coming year. These applications for nomination must be received by the NEHA office not less than ninety (90) nor more than two-hundred and seventy (270) days prior to the election. When a deadline falls on a weekend or national holiday, applications received on the next business day will be accepted as having met the deadline. Applications for nomination as a Regional Vice-President shall include the candidate's application form and resume. Application forms shall be endorsed by at least five (5) voting members of the Association residing in the region the applicant would represent. The Nominations Committee shall make every reasonable effort to provide a minimum of two (2) nominations for each Regional Vice-President position with an expiring term.

Section 5. The voting members, as set forth in Article IV, Section 1, shall annually elect, by a plurality of the secret ballots cast, a Second Vice-President and Regional Vice-Presidents in those regions where terms are expiring. If an election for First Vice-President and/or President-Elect is necessary under the provisions of Section 2 above, the voting members shall elect a First Vice-President and/or President-Elect by a plurality of the secret ballots cast.

Section 6. Voting for the election of Regional Vice-Presidents shall be restricted to the Association voting members in the said region affected and shall be by secret ballot.

Section 7.

- A. The ballots shall be mailed to or electronically activated for all members who are eligible to vote on March 1st, or the next business day if March 1st falls on a weekend. Ballots would be received by the NEHA Office, or electronic balloting would be deactivated, on March 31st (or the next business day if March 31st falls on a weekend), at the close of business.
- B. NEHA members using an electronic ballot will receive an e-mail confirmation of their vote. Voting results will be certified in accordance with e-voting standards. If mail ballots are used, each ballot shall be counted by a Teller Committee of at least three (3) people that shall be appointed by the President.
- C. Ballots will be used only if the NEHA Board of Directors is recommending Articles of Incorporation and Bylaws revisions to the membership or if there are contested elections. No ballots will be sent for elections in which there is only one candidate.

Section 8.

- A. If a vacancy occurs in the office of President during the year, the President-Elect shall also become acting President and shall perform the duties of both positions for the rest of the unexpired term. At the expiration of that term, all officers shall advance through election as though there had been no vacancy. The office of Immediate Past-President shall continue to be filled by the previous Immediate Past-President.
- B. If a vacancy occurs in the office of the President-Elect or First Vice-President during the year, the officer(s) filling the next lower office(s) shall advance one step, leaving the office of Second Vice-President

temporarily vacant until the Board can appoint a qualified member to serve the remainder of the unexpired term.

- C. In the event that every reasonable and exhaustive effort has been attempted and is not able to produce a nominee for the position of Second Vice-President, the Board of Directors shall appoint an Association member in good standing to serve the one-year term.
- D. If a Regional Vice-President moves from his/her region, or is otherwise unable to fulfill their term, the Board shall appoint a replacement to serve the remainder of their term. Association voting members from the region in which the vacancy exists will be requested to submit candidates for the vacancy for consideration by the Board, as specified in Section 5 of this Article.
- E. In the event that every reasonable and exhaustive effort has been attempted and is not able to produce a nominee for the position of Regional Vice-President, the Board of Directors shall appoint an Association member in good standing in that region to serve the regular term.

Section 9. If a vacancy occurs in the office of Second Vice-President, the Board shall appoint the candidate with the next highest number of votes to serve for the remainder of the unexpired term. If there were no other candidates for Second Vice-President, the Board shall appoint a qualified member to serve for the remainder of the unexpired term.

Section 10. If the Board has appointed a member as Second Vice-President due to a vacancy or lack of qualified candidates, at the time of the next regular election, the Nominations Committee will then solicit candidates for First Vice-President in the same way that it normally solicits candidates for Second Vice-President.

ARTICLE XII – COMMITTEES

Committees

Section 1. The President shall appoint the Chair and shall approve members of all standing committees, except as otherwise set forth in the Articles of Incorporation and Bylaws. Additional committees may be appointed by the President as the need occurs.

Section 2. There shall be the following standing committees:

- A. Nominating Committee, as set forth in Article XI, Section 1;
- B. Finance Committee, which shall consist of at least five (5) members of the Board, and shall be responsible for monitoring the Association's finances, assisting the Executive Director in developing the annual budget, recommending investment options for the Association, and making recommendations to the Board on financial matters; and,
- C. Articles of Incorporation and Bylaws Committee, which shall consist of at least five (5) Active or Life members. It shall study, prepare, and recommend revisions to the Articles of Incorporation and Bylaws, as may be determined by the needs of the Association.

ARTICLE XIII - AMENDMENTS

Amendments

Section 1. Amendments of the Articles of Incorporation and/or Bylaws may be proposed by the Board, NEHA staff, or the Articles of Incorporation and Bylaws Committee.

Section 2. Proposed amendments along with recommendations of the Articles of Incorporation and Bylaws Committee shall be presented to the Board, which shall determine by a majority vote whether the proposed amendment or amendments shall be submitted to the membership for voting.

Section 3. Any proposed amendment shall become part of the Articles of Incorporation and Bylaws when it has received the approval of a majority of the members voting. The members of the Association shall be promptly notified of the adoption thereof.

NEHA BYLAWS

ARTICLE I - MEMBERSHIP

Membership

Section 1. Membership shall be available to persons that meet the criteria set forth in the various membership categories.

Section 2. Subscribing Membership can be conferred upon any subscriber to the Journal of Environmental Health.

Section 3. Active Membership is offered to those active in the profession of environmental health.

Section 4. Life Membership without dues shall be awarded to all Past-Presidents of the Association. Life Membership may also be conferred upon any Active member who chooses to make a life payment in one sum as may be established by the Board.

Section 5. Student Membership is available to those working toward a degree in Environmental Health, Environmental Science, Public Health, or a related discipline at a post-secondary institution. Students must be enrolled full-time or enrolled part-time and not working full-time.

Section 6. Emeritus Membership may be awarded to any Active member, provided he/she has been a member of the Association for at least fifteen (15) consecutive years immediately preceding retirement, has accrued at least twenty (20) years of professional environmental health service, and has retired.

Section 7. Honorary Membership may be conferred upon any person or persons for distinguished achievement or service for public benefit by a two-thirds (2/3) vote of the Board.

Section 8. Sustaining Membership is available to individuals, firms, or corporations expressing an interest in the Association and its objectives.

Section 9. Institutional Membership may be conferred on any institution involved in the educational aspects of environmental health or a related field.

Section 10. International Membership is offered to any person who is a resident outside the United States and who is actively engaged in the profession of environmental health.

ARTICLE II – FINANCES

Finances

Section 1. The Finance Committee Chair shall provide a report on the finances of the Association to the Board as directed by the President.

Section 2. A yearly Financial Report shall be presented by the Finance Committee Chair at the Annual Meeting of the Council.

ARTICLE III – EXECUTIVE DIRECTOR

Executive Director

Section 1. The Executive Director shall manage the Association office or offices and its staff subject to the direction of the Board and approved policies.

Section 2. The Executive Director shall serve at the pleasure of the Board within the provisions set forth in the Articles of Incorporation and Bylaws, and the Policy and Procedure Manual.

Section 3. The Executive Director shall serve as the Administrator, CEO, and Secretary of the Association.

Section 4. The Executive Director shall serve as a non-voting member of the Board. The Executive Director or his/her appointed representative shall be a non-voting *ex-officio* member of all committees and councils.

ARTICLE IV – COMMITTEES

Committees

Section 1. There shall be a committee designated as the Walter S. Mangold Award Committee. It shall consist of the last five (5) recipients of the award. The chair shall be the senior recipient. In case of resignation, death, or inability to serve, the replacement shall be the sixth, seventh, etc., until one is willing and able to serve.

Section 2. There shall be a committee designated as the Excellence in Sustainability Award Committee. It shall consist of those members of NEHA's

Sustainability Committee. The chair of the Sustainability Committee shall serve as the chair of the award committee.

ARTICLE V – AFFILIATES

Affiliates

Section 1. Affiliates shall be restricted to one (1) in each state or territory of the United States. Exceptions may be approved by the Board for groups that can show a strong identity in exception to these geographical limits.

Section 2. An Affiliate may be established if a written petition signed by no less than ten (10) persons who are voting members of the Association is accepted and approved by the Board. An Affiliate is considered active if ten (10) or more Affiliate members are voting members of NEHA. If the number of voting members of NEHA, who are also members of the Affiliate, falls below ten (10), the NEHA President shall notify the Affiliate President of that fact and that the Affiliate has a one-year grace period during which the Affiliate must achieve the ten (10) required members. If this is not accomplished, the affiliation may be terminated by vote of the Board of Directors and the President of the Affiliate so notified by the NEHA President. No Affiliate shall be entitled to representation at a Council meeting if their affiliate status has been terminated.

Section 3. The proposed name, reflecting an affiliation with the Association, and the regional or other limitations of such Affiliate membership shall be specified in the petition.

Section 4. A petitioning Affiliate shall also file a copy of its proposed Constitution and Bylaws with the NEHA office, and they shall in no way conflict with the Articles of Incorporation and Bylaws of the Association.

Section 5. Affiliate Presidents and at least one other member of an Affiliate's Board (preferably the successor to the president) shall be either Active or Life Members of NEHA.

ARTICLE VI – TECHNICAL ADVISORS

Technical Advisors

Section 1. Each year the President of the Association will appoint Technical Advisors with particular expertise in the various disciplines of environmental

health. The roles and responsibilities of Technical Advisors shall be delineated in the NEHA Policy and Procedure Manual.

ARTICLE VII – PUBLICATIONS

Publications

Section 1. The *Journal of Environmental Health* shall be the official publication of the Association. It was registered with the United States Patent Office, Supplemental Register, January 21, 1964, and assigned Registration No. 763,701.

Section 2. The Association may offer additional educational publications in accordance with its mission to advance the environmental health profession educationally.

ARTICLE VIII – INTERNATIONAL PARTNER ORGANIZATIONS (IPO)

International Partner Organizations

Section 1. International Partner status may be established between NEHA and an International Partner Organization (IPO) if a written petition signed by no less than five (5) persons, who are Members of the National Environmental Health Association and the IPO, is received and approved by the Board.

Section 2. The request from the IPO must include the IPO name, a statement of purpose and mission, perceived benefit of the International Partner designation, any requirements or restrictions on membership, report of activities and accomplishments in the past three years (if an existing organization), and a description of the IPO governance (including the name of the IPO president) shall be specified in the petition.

Section 3. Purpose. The purpose of International Partner status is to allow the free exchange of information and to facilitate collaboration among environmental health practitioners world-wide to promote environmental health activities and programs outside of the United States.

Section 4. When at any time the number of NEHA members in the IPO falls below five (5), the NEHA President shall officially notify the IPO president of that fact. The NEHA Board of Directors, at their next duly called meeting, shall consider whether to terminate the recognition of the organization as an IPO. The NEHA Board of Directors may allow a grace period, which shall be a specified period of time, not to exceed one year. During the grace period the

IPO shall continuously retain at least five (5) Members. If the minimum membership is not maintained for at least six (6) months, the status of the IPO shall be automatically terminated and the president of the IPO so notified by the NEHA President.