

# NALBOH

National Association of Local Boards of Health

## BYLAWS

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# BYLAWS

## ARTICLE 1: NAME

The name of this corporation is the National Association of Local Boards of Health.

## ARTICLE 2: PURPOSE

The National Association of Local Boards of Health shall also be known as NALBOH, hereafter referred to as “the Association.” NALBOH has been formed for charitable and educational purposes to advance the vital role and capacity of local public health, especially in the area of governance, and to give voice to boards of health, state associations of local boards of health and public health in general.

## ARTICLE 3: MEMBERSHIP

The Association’s membership shall be comprised of boards of health, individuals and organizations.

### 1. Membership Categories and Eligibility

- a. Boards of Health, including:
  - i. Local boards of health, state boards of health (or their equivalent) and tribal boards of health.
  - ii. A representative of the board of health shall be eligible, by right of representation, to the following rights and privileges:
    1. Vote at annual meetings.
    2. Hold office.
    3. Serve as a member of the Board of Directors.
    4. Serve on standing and/or ad hoc committees.
    5. Attend annual and/or special meetings.
- b. Individuals, including:
  - iii. Students, board of health members, former board of health members and other individuals interested in advancing the role and capacity of boards of health
  - iv. Individuals shall be eligible to the following rights and privileges:
    1. Serve on standing and/or ad hoc committees.
    2. Attend annual and/or special meetings.
- c. Organizations, including
  - v. State Associations of Local Boards of Health (SALBOHs) and other partner organizations
  - vi. Organizations shall be eligible to the following rights and privileges:
    1. Serve on standing and/or ad hoc committees.
    2. Attend annual and/or special meetings.

## **2. Membership Dues**

- a. The Board of Directors shall determine the amount of dues.
- b. The dues shall be assessed annually.

## **3. Resignation or Termination**

- a. Membership shall end based on any of the following events:
  - i. Resignation of a member.
    1. Effective upon written notice to the Association.
  - ii. Expiration of the period of membership.
    1. Unless membership is renewed in accordance with renewal terms fixed by the Board.
  - iii. Failure of a member to pay annual dues, fees, or assessments set by the Board.
  - iv. Occurrence of an event that renders a member ineligible for membership, as determined by the Board.

## **4. Honorary Membership**

- a. Lifetime Membership:
  - i. Any board, individual or organization may be nominated for "Lifetime Membership" in the Association.
  - ii. Nominations will be considered on an annual basis, and must be approved by the Board.

# **ARTICLE 4: OFFICERS AND DUTIES**

## **1. Officers**

The officers of the Association shall be President, President-Elect, Past President, Secretary and Treasurer. All officers shall sit on the Board of Directors. The officers' duties are as follows:

- a. President  
The president shall preside at all meetings, shall be an "ex officio" member of all committees, and shall have general powers of direction. He/she shall convene regularly scheduled Board meetings. He/she shall preside over or arrange for another officer to preside over each Board meeting in the following order: President-Elect, Past President, Secretary, Treasurer.
- b. President-Elect  
He/she shall succeed to the office of President following the expiration of the term of the current President or in the case of a vacancy in the office of President; or in the temporary absence or disability of the President, shall represent the President.
- c. Past President  
He/she shall serve on any committees as defined herein, and as appointed by the Board; and shall serve as the President in the vacancy in the office of both the

President and the President-Elect; or in the temporary absence or disability of both the President and the President-Elect.

d. Secretary

He/she shall ensure that accurate minutes of meetings are taken and approved.

He/she shall ensure that records of the Association are maintained, including membership records, and that an up-to-date copy of the Bylaws is available.

He/she shall ensure that accurate notice of all meetings of the Membership, Board of Directors and Executive Committee meetings is given. He/she shall sign corporate resolutions for banks and other institutions; minutes; bylaws revisions; board operating policies; and other official documentation attesting to board approval.

e. Treasurer

He/she shall oversee the custody and investment of all funds, securities, and assets of the Association; shall make an accurate account of the Association's revenues and expenses to the Board at each meeting; and prepare or cause to be prepared a true statement of the Association's assets and liabilities within a reasonable time after close of each fiscal year.

## **2. Resignation, Removal, Vacancies**

a. Any officer may resign by giving written notice to the Board, effective upon receipt of said written notice.

b. The Board, by majority vote of a quorum of the Board, may remove any officer, director or committee member at any time whenever, in its judgment the best interest of the Association shall be served thereby.

c. In the event of a vacancy in any office or on the Board because of death, resignation, removal, disqualification, disability or otherwise in any office other than the President, shall be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy by majority vote of a quorum of the Board.

d. Any elected Officer or Director whose membership eligibility changes as a result of the expiration of his or her term on a board of health prior to the completion of his/her term as the Association's officer or director, may complete his/her term as an officer or director of the Association.

## **ARTICLE 5: MEETINGS**

### **1. Regular Membership Meetings**

a. A regular annual meeting of members shall be held each year. The Board shall fix the date and time and notify members as provided in Article 5 (4).

b. At this meeting, Officers, as required, and other Directors as defined herein shall be elected and any other proper business may be transacted.

i. Only eligible members are entitled to vote in accordance with these Bylaws.

ii. If a quorum, as defined herein, is present, the affirmative vote of a majority

of these members represented at the meeting, entitled to vote and voting on any matter, will be the act of the members, unless the vote of a greater number is required by law, the articles of incorporation, or these Bylaws.

- iii. In the election of Directors and Officers the candidates receiving the highest number of votes are elected.
- c. Additional membership meetings may be held as needed.

## **2. Special Membership Meetings**

- a. A special meeting of the membership may be called at any time by the Board, the President, or by more than 50% of the members.
- b. Notice of the special meeting shall be in accordance with Article 5 (4) of these Bylaws.

## **3. Electronic Meetings**

- a. All Membership, Board and Committee meetings, as defined herein, may be conducted electronically, as long as all eligible members who wish to participate have access to the electronic media being used and are able to participate in all discussions, deliberations, and voting.

## **4. Notice of Meetings**

- a. Whenever members are requested to take action at a meeting, reasonable written notice of the meeting will be delivered by mail, fax, or email at least 30 days before the date of such meeting, by or at the direction of the Board.
- b. Notices will specify the place and method of such meeting; date and hour of the meeting; and
  - i. For a special meeting, the general nature of the business to be transacted; or
  - ii. For a regular meeting, those matters that the Board, at the time notice is given, intends to present for action by the members.

## **5. Quorum**

- a. A quorum for any membership meeting of the Association shall be based on the eligible voting members in attendance.
- b. More than 50% of the members entitled to vote who are attending a membership meeting, represented in person, shall constitute a quorum for the transaction of business.
- c. The voting members present at a duly called or held membership meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum.

## **6. Adjournment**

- a. Any membership meeting, whether or not a quorum is present, may be adjourned by a vote of the majority of the voting members represented at that meeting at that time, either in person or by proxy.
- b. When a membership meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the

subsequent meeting, the Association may transact any business that might have been transacted at the original meeting.

## **ARTICLE 6: BOARD OF DIRECTORS**

### **1. Description**

- a. The Board of Directors (Board) shall consist of eleven members, including five Officers and six at-large Directors.
- b. It shall have, hold, and administer all the property, funds, and affairs of the Association in trust for its uses, in conformity with the Association's Bylaws, Governance and Policy Manual and Articles of Incorporation.
- c. A simple majority of the Board of Directors shall constitute a quorum.

### **2. Number and Composition of the Board of Directors**

- a. Officers:
  - i. President-Elect
  - ii. President
  - iii. Past President
  - iv. Secretary
  - v. Treasurer
- b. At-Large Directors:
  - i. Up to 6 at-large directors shall serve on the board.
  - ii. No more than 2 at-large directors may serve the same 3-year term.

### **3. Elections**

- a. Eligible members of the Association shall nominate and elect the Board of Directors annually.
- b. Elections shall be held according to the Association's policy governing elections.
- c. Elections shall conclude prior to the annual meeting.
- d. Newly elected board members shall begin service on January 1.

### **4. Terms of Office**

- a. All Board Members shall be elected to serve three-year terms.
- b. No Board member may serve more than two full consecutive three-year terms.
- c. The President-Elect shall be elected each year, and proceed to serve 1 year as President and 1 year as Past President.
- d. The Secretary and Treasurer shall be elected in different years.

### **5. Duties**

- a. The Board shall be responsible for conducting the business of the Association at annual meetings and at all times in between annual meetings.
- b. The Board shall have regularly scheduled meetings, at which all members are expected to attend and vote.
- c. The Board shall approve the annual budget.
- d. Necessary actions of an urgent nature may be taken without an in-person meeting, but instead with an affirmative, majority vote of the Board via a phone conference

or electronic mail after 48-hours' notice to each Board member of the intent to take such necessary, urgent actions.

## **6. Resignation, Removal, Vacancies**

- a. Any Board member may resign by giving written notice to the Board, effective upon receipt of said written notice.
- b. The Board, by majority vote of a quorum of the Board, may remove any Board member at any time whenever, in its judgment the best interest of the Association shall be served thereby.
- c. In the event of a vacancy on the Board because of death, resignation, removal, disqualification, disability or otherwise in any office other than the President, shall be filled temporarily by appointment by the President until the Board shall fill the vacancy by majority vote of a quorum of the Board.
- d. Any Association Officer or Director whose membership eligibility changes as a result of the expiration of his or her term on a local, state or tribal board of health prior to the completion of his/her term on the Association Board, may complete his/her term on the Association Board

## **ARTICLE 7: COMMITTEES**

### **1. General**

- a. The Board shall maintain those standing committees as are set forth in Article 9 of these Bylaws and may create from time to time such additional committees or task forces as a majority of the Board shall determine.
- b. Any such additional committees may exist for a fixed term or an indefinite term and be disbanded at any time by a majority vote of the Board.
- c. The President shall appoint and the Board shall approve by majority vote chairs to all committees, unless otherwise stated in these Bylaws.

### **2. Standing Committees**

- a. Executive Committee  
The Executive Committee shall consist of the Board Officers. The President shall serve as Chair of the Executive Committee. The Executive Committee shall have the authority to make decisions on behalf of the Board of Directors on administrative matters and time-critical matters that arise between Board meetings provided that items such as the approval of the annual budget, the hiring and release of a Chief Executive Officer, and the receipt of the annual audit shall be reserved to the full Board.
- b. Finance Committee  
The Finance Committee shall consist of the Treasurer, President, Past-President, President-elect, and one Director at-large. The Treasurer shall serve as the Chair. This committee shall plan an annual budget that is related to the Association's needs and priorities; help identify prospective funding sources and where appropriate, initiate early contacts with these sources; and provide technical assistance for proposal/application preparation; and shall monitor and evaluate



the Association's fundraising performance in regard to fund development objectives and goals.

c. **Nominating Committee**

The Nominating Committee shall be chaired by the Immediate Past President and may include up to 3 other members at-large to be appointed by the Board of Directors. The Committee will seek candidates to serve on the Board that have the experience and qualifications necessary to support the Association's needs and priorities.

d. **SALBOH Leadership Committee**

The State Association of Local Boards of Health (SALBOH) Committee shall consist of the President or his or her designee and a designee of each SALBOH. The Chairman shall be chosen by the President after consultation with the SALBOH Leadership and may be from either the Association Board of Directors or from the SALBOH Leadership. The Committee shall identify those states that have state associations of local boards of health; provide a forum for dialogue among state associations; identify and/or provide resources to assist state associations; and help establish, develop, and support the formation of new state associations.

## **ARTICLE 8: PARLIMENTARY AUTHORITY**

All meetings of the Association shall be governed by the Association's Bylaws and the Association's board approved policies and procedures. The Association shall utilize the parliamentary procedures delineated in "Robert's Rules of Order" current edition in conducting meetings. The Association's Board shall be the authority for interpreting and enforcing the Association's Bylaws, policies and procedures.

## **ARTICLE 9: FISCAL YEAR**

The fiscal year of the Association runs from January 1 through December 31.

## **ARTICLE 10: INDEMNIFICATION**

### **1. Liability for Debts and Obligations**

Officers and members of the Board of Directors are not, as such, personally liable for the debts liabilities, or obligations of the Association.

### **2. Indemnity**

Any person made a party to any action, suit or proceeding by reason of the fact that he/she is an Officer or a member of the Board of Directors shall, to the extent permitted by law, be indemnified against all expenses and liabilities incurred or imposed upon him or her.

#### **ARTICLE 11: AMENDMENTS AND REVISIONS**

These Bylaws may be amended or revised by a vote of two-thirds of the voting members of the Association present at any annual or special meeting of the Association provided that a copy of the proposed amendment or revision has been made available to each voting member of the Association not less than 30 days prior to the meeting. Amendments and/or revisions presented or received after the 30 days' notice to the Board of Directors and voting members will be considered at the following annual or special meeting of the Association.

#### **ARTICLE 12: IMPLEMENTATION**

Amendments to these bylaws shall become effective immediately upon approval by the membership at a duly authorized meeting.

#### **ARTICLE 13: SEVERABILITY**

If any provision of these bylaws is determined to impermissibly conflict with local state or federal law, or to be illegal, void or otherwise invalid, the other provisions of these bylaws shall not be affected by such determination and shall continue in full force and effect.

#### **ARTICLE 14: DISSOLUTION**

**1. Vote**

Dissolution of the Association requires a two-thirds vote of the board.

**2. Assets**

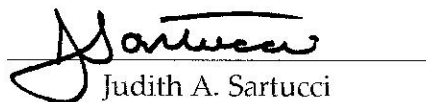
The properties and assets of this Association are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of any private individual, or any member, director, or officer of this Association.

**3. Distribution**

On liquidation or dissolution, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to charitable and/or educational purposes that has established its tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### **CERTIFICATION**

The foregoing bylaws were approved by a two-thirds vote of the NALBOH membership at a duly authorized meeting held on this 3<sup>rd</sup> day of August 2017. The foregoing bylaws replace the NALBOH bylaws that were first adopted on November 9, 1992 and last approved with revisions on August 6, 2015.



Judith A. Sartucci  
Secretary, Board of Directors