

ASSOCIATION OF NORTH CAROLINA BOARDS OF HEALTH BYLAWS

Amended

September 1, 2021

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ARTICLE I: NAME

The name of the organization shall be “The Association of North Carolina Boards of Health”, hereafter referred to as the “Association” or “ANCBH”.

ARTICLE II: GOAL AND PURPOSES

Section 1. Goal

The goal of The Association shall be to pursue excellence in public health in North Carolina by providing leadership and support for county or district Boards of Health, public health authority, or county or district Boards of Human Services, in their efforts to protect and promote the public’s health.

Section 2. Purposes

- A. To promote high standards of comprehensive public health services for the citizens of North Carolina.
- B. To provide consultation and education for and facilitate the exchange of ideas among Board of Health members.
- C. To support health policy and financial issues in support of public health in North Carolina.
- D. To promote close working relationships between local Boards of Health and other allied agencies.
- E. To promote programs and projects deemed necessary to protect and promote the health of the citizens in North Carolina.
- F. To support public awareness of public health issues and dangers.

ARTICLE III: MEMBERSHIP AND DUES

Section 1. Membership

The Association shall have four categories of members:

- A. Institutional Membership: shall be open to all county or district Boards of Health county or district Boards of Human Services, consolidated human service agencies, and public health authorities created pursuant to Part IA of Chapter 130A of the North Carolina General Statutes as existing or may hereinafter be amended (N.C.G.S. 130A-43, et seq.) Upon payment of dues, any institution described above shall be entitled to membership in the Association. An institutional member may designate one member (the chair) of its current governing board to vote on behalf of that institution on any matter to which a member is entitled to vote, and shall notify the Association of the name and address of its designee.
- B. Individual membership: shall be open to all duly sworn members of a county or district Boards of Health, public health authority, or county or district Boards of Human Services. Individual Membership shall also be open to those who may serve as liaisons for institutions that promote public health within North Carolina. Current members of a governing body described above that

holds institutional membership in the Association or liaisons are individual members without payment of dues.

- C. Associate membership: shall be open to all persons who formerly served as a sworn member of a county or district Board of Health, public health authority, or county or district Board of Human Services, or to other persons who demonstrate a sincere interest in public health in North Carolina and a commitment to the Association's goals and purposes. An individual described above shall be entitled to membership in the Association and have all the other responsibilities and privileges of Association membership, including a vote at annual business meetings and special email votes of the Association and without payment of dues.
- D. Director Emeritus: This status is an honor that is bestowed only on those leaders in public health who have served on the ANCBH Board of Directors.
 - 1) Qualifications: Must have completed a term as President, Past-President, Secretary, or Treasurer of ANCBH. A member with these qualifications may be elected to Emeritus status by vote of the Board of Directors at a regular Board of Director meeting.
 - 2) Privileges/entitlements:
 - a. May attend all Board of Director meetings and functions.
 - b. May attend the ANCBH annual meetings.
 - c. Be represented on the current Board of Directors with all the privileges of voting.
 - d. Are not subject to annual dues.

Section 2. Dues

- A. Each institutional member of the Association shall pay such dues as may be determined by the Board of Directors provided that the Board shall provide notice to the membership of any proposed increase in dues at least thirty days prior to the Board's action to increase dues at a regular meeting.
- B. Annual dues are payable at the beginning of the fiscal year, which shall be July 1st of each year. No institutional member for whom dues are unpaid shall be entitled to vote on any matter. The Board of Directors is authorized to suspend or revoke membership for non-payment of dues after due notice to the member.

ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS

Section 1. Titles, Elections and Terms

- A. The officers of the Association shall consist of the President, President-elect, Secretary and Treasurer. (An assistant treasurer shall be appointed by the President for a term of two [2] years). No person may hold more than one office concurrently.
- B. The Board of Directors (hereinafter referred to as the Board) shall consist of not more than eighteen and not less than eight directors, including the officers of the Association and the ANCBH Directors Emeriti. Directors shall serve a term of three years and may be nominated for up to one (1) additional three (3) year term unless otherwise provided in these Bylaws. At no time shall associate members comprise more than one-third of the Board.
- C. Voting for directors shall be in response to a slate of qualified candidates presented by the nominating committee. Members may also make nominations from the floor at the annual meeting and shall be in addition to candidates proposed by the nominating committee provided they are qualified for the category nominated. Board members shall be elected by a majority vote of the

members present and eligible to vote at the annual meeting of the Association. If there are no nominations from the floor, the nominees may be elected by acclamation by the members. If there are nominations from the floor, the members shall vote separately for each such seat and the nominee receiving the largest number of votes cast shall be deemed elected.

- D. Prior to the annual meeting, the nominating committee shall select a slate of officers from among the current general membership to be presented to the Board. Board members may also make nominations from the floor at the annual meeting. Board members shall be elected by a majority vote of the members present and Eligible to vote at the annual meeting of the Association. If there are no nominations from the floor, the nominees can be elected by acclamation. If there are nominations from the floor, the board shall vote separately for each such seat and the nominee receiving the largest number of votes cast shall be deemed elected to that office. The Board of Directors shall elect a President-elect, Secretary, Treasurer and Assistant Treasurer. Upon completion of the President's term of office, the President-elect shall automatically succeed to the office of President. Upon completion of the Treasurer's term of office, the Assistant Treasurer shall automatically succeed to the office of Treasurer.
- E. The President, President-Elect, Secretary, Treasurer and Assistant Treasurer shall each serve a term of two years and may be re-elected for two additional years. Officers and board members shall continue to serve until their successors are elected and qualified.
- F. The Board may increase or decrease the number of seats on the Board, provided that as near as practicable, one-third of all the board seats expire each year and (b) directors are not displaced by a decrease. In order to maintain a staggered-board where one-third of all board seats expire each year, the board is authorized to establish terms of less than three years for any increase in board seats.
- G. Officers and directors, once elected and qualified, shall be permitted to serve out the term for which they were elected, notwithstanding the fact that the status, which entitled them to membership, no longer exists. All officers and directors shall have the privilege of re-election, subject to the limitation of these Bylaws. No Board of Director shall serve more than two consecutive terms of three (3) years, in the same office.

Section 2. Qualifications

All individual members, associate members, and persons designated by institutional members (in accordance with Article III, Section 1.A of these Bylaws) shall be eligible for election as Directors subject to these Bylaws.

Section 3. Duties

- A. The President shall:
 - 1. Serve on the Executive Committee.
 - 2. Preside at all business meetings of the Association.
 - 3. Appoint all committees and committee chairs, unless otherwise provided for in these Bylaws.
 - 4. Be responsible for carrying out all programs, policies, and activities of the Association.
 - 5. Be responsible for notification of the annual meeting at least thirty (30) days prior to the date of the meeting.
 - 6. Chair the Board of Directors.
 - 7. Be an ex-officio member of all committees, except the nominating committee.
 - 8. Ensure that an annual budget is prepared for approval by the Board of Directors.

9. The President may present a “President’s Award” to a member of ANCBH who has been helpful during his/her term as president. This award would be presented to the recipient during the ANCBH’s annual meeting.
- B. The President-Elect shall:
1. Serve on the Executive Committee.
 2. Become the President of the Association when a vacancy, by whatever cause, occurs in the office of the President.
 3. Consult with, counsel and advise the President and, in the absence or disability of the President, exercise the duties of the President.
 4. Serve as chair of the annual meeting program committee
- C. The immediate Past-President shall: Serve on the Executive Committee.
1. Serve as Chair of the Nominating Committee.
 2. Assist the other officers in the performance of their duties.
 3. Oversee orientation of new members elected to the Board of Directors.
- D. The Secretary shall:
1. Serve on the Executive Committee.
 2. Record the minutes of all meetings of the Association.
 3. Prepare and furnish copies of minutes to the Association’s members in a timely manner.
 4. Keep a database of all directors, liaison emeritus and other members and member boards of the Association a current copy of the Bylaws, rules, resolutions, and all filed reports.
 5. Notifying appropriate persons of all Association meetings called by the President of the Board of Directors.
 6. Perform such other duties as requested by the President or Board in administering activities of the Association.
- E. The Treasurer shall:
1. Serve on the Executive Committee.
 2. Maintain up-to-date financial records for the Association and present a report at each regular meeting of the Board of Directors and a written report at the annual meeting of receipts and disbursements.
 3. Maintain billing and collection of annual dues.
 4. Maintain the receipt of Association funds and, with the Board’s approval, the issuance of checks for authorized expenditures of the operating budget.
 5. Assist the president in the preparation of the annual budget.
 6. Perform such other duties as requested by the President or Board in administering the activities of the Association.
- F. The Assistant Treasurer shall:
1. Serve on the Executive Committee.
 2. Assist the Treasurer with duties on an as-needed basis.
 3. Consult with, counsel and advise the Treasurer and in the absence or disability of the Treasurer, exercise the duties of the Treasurer.
 4. Become the Treasurer when a vacancy, by whatever cause, occurs in the office of the Treasurer.

G. The Board shall:

1. Manage and direct the business and affairs of the Association and determine questions of policy that arise between meetings of the full membership.
2. Have the power to call special meetings of the membership of the Association.
3. Approve the annual budget for the Association.
4. If requested by the President of the Board, provide for a review and/or audit to be made of the financial records of the Association.
5. Meet at such time and place after appropriate notice to each member, as designated by the President.
6. Meet or discuss via email no later than thirty (30) days prior to the annual meeting to approve:
 - a. the list of names submitted by the nominating committee for the slate of new board members,
 - b. any changes and additions to the Bylaws submitted by the Bylaws Committee, and
 - c. the program for the annual meeting submitted by the Program Committee.

Section 4. Vacancies:

If, before the expiration of the term for which the President is elected, the President leaves office for any reason, the President-Elect shall succeed to the office vacated for the unexpired portion of the term. If the President-Elect is unable or unwilling to succeed to the Presidency, the Board shall select from its ranks a person to complete the unexpired term of the President and shall elect a new President-Elect to complete the unexpired term of the President-Elect. Vacancies created by any other officer or board member leaving office for any reason before their term expires shall be filled by appointment of the board for the unexpired portion of the term.

Section 5. Transfer of Records:

Officers and committee chairs shall deliver all records, files and properties of the Association to their successors within one month after retiring from office.

Section 6. Executive Director:

The Board of Directors may hire an Executive Director as an Independent Contractor, as needed to perform duties that advance the mission of the ANCBH. The contractor agreement shall include duration of employment, salary, general job responsibilities, and termination details. Examples of job responsibilities may include, but are not limited to:

- A. Serve as the Executive Director for ANCBH and guide both the external and internal operations of ANCBH accordingly.
- B. Work with the Board of Directors to create and implement the organization's overall direction; and communicating the mission and goals of ANCBH to internal and external partners and stakeholders.
- C. Lead the development and execution of the overall strategic plan in order to guide the success of ANCBH.
- D. Maintain close contact with local Boards of Health in NC in order to maintain up-to-date relevance to the needs of local boards.
- E. Establish close communications with National Association of Local Boards of Health (NALBOH) in order to maintain consistency and support of initiatives.
- F. Create and support partnerships and collegial relationships with key organizations

- G. Evaluate the success of ANCBH in reaching its goals.
- H. Create and support partnerships and collegial relationships with key organization and schools of public health statewide.
- I. Represent the organization at professional associations and activities in the local community, the state, and at the national level.
- J. Oversee the business aspects of the organization to maintain its compliance with local, state, and federal requirements of a non-profit organization.
- K. Plan and conduct regularly scheduled and called Board of Directors meetings per ANCBH By-Laws.
- L. Oversee and/or manage student scholarships and association awards.
- M. Maintain accurate record of time and to send a written invoice to the ANCBH Treasurer.

ARTICLE V: MEETINGS

Section 1. Meetings of the Board

- A. The Board of Directors shall meet at least four (4) times yearly, including the annual meeting, the time and place to be set in advance by the Board. A meeting shall be held via teleconference or email at least thirty (30) days prior to the annual meeting, specifically, for approval of the slate of nominees for the Board of Directors from the nominating committee, approval of changes to the Bylaws from the Bylaws committee and approval of the program for the annual meeting from the Program Committee.
- B. Special meetings of the Board may be called by the President or by at least one-third of the Board's membership, if reasonable notice is given via email to all board members.
- C. As individuals, members of the Board of Directors are expected to attend all meetings of the Board. A member of the Board of Directors is required to attend two (2) meetings per year, in addition to the annual meeting. Each member shall be required to notify the President if he or she is unable to attend a meeting. If a board member is absent for three (3) unexcused meetings, his or her seat shall be declared vacant and will be filled by appointment by the Board at its next regular meeting. The President shall notify the member of this action. The minutes of each meeting shall show those present, absent and those excused by the President.

Section 2. Voting Body and Quorum for Board Meetings.

- A. The voting body shall consist of all Board members. A simple majority of the members serving of the board ($\frac{1}{2}$ plus 1) shall constitute a quorum at any regular or special meeting or email vote that has been properly called by the President or Board.
- B. A majority of the Board members casting votes is necessary for a decision unless otherwise specified by these Bylaws.
- C. Actions of an urgent nature which may be authorized or taken at a meeting of the Board of Directors may be taken with the affirmative vote of the Board using a forty-eight (48) hour approval process via facsimile, telephone or email.

Section 3. National Association of Local Boards of Health (NALBOH)

It is desirable that the ANCBH be represented at the NALBOH Annual Conference each year. If possible, the President and Past-President are expected to attend the NALBOH Annual Conference. Other board members of ANCBH may attend if authorized by the Board of Directors, based on availability of funds. Expenses would be limited to registration, reasonable hotel accommodations and travel expenses (by the most economical means). The federal government per diem rate will be used to reimburse any other out of pocket expenses. All expenses must be accompanied by receipts and presented on a form provided by and to the Treasurer for reimbursement. Advance payment may be authorized, if requested, for registration and travel.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees:

The standing committees of the Association shall be:

A. Executive Committee

1. The Executive Committee shall consist of the President, Past-President, President-Elect, Secretary, Treasurer and Assistant Treasurer.
2. The Executive Committee shall be empowered to speak and act for and on behalf of the Board of Directors when such action is necessitated due to consideration of time and circumstances; provided, that any action approved and undertaken by the executive committee shall be communicated to the members of the Board of Directors as soon as practicable following such action; and providing further that a report of such action shall then be presented at the meeting of the Board of Directors next following the action of the Executive Committee.
3. The Executive Committee shall oversee and monitor the fiscal operation of the Association, develop an annual budget for recommendation by the Board and assist in implementation and funding strategies for the Association.

B. Bylaws Committee

1. The Board of Directors shall act as the Bylaws Committee.
2. The Board of Directors acting as the Bylaws Committee shall review the Bylaws annually at least sixty (60) days prior to the annual meeting. Proposed changes in the Bylaws shall be presented to the membership thirty (30) days in advance of the annual meeting and amendments must be passed by two-thirds vote of all current board members.

C. Program Committee:

1. The President-Elect shall serve as the chairman of the Program Committee and the President shall appoint all other members
2. The Program Committee shall be responsible for planning the program of the Association's annual meeting and shall present its plans to the board for approval at least thirty (30) days prior to the annual meeting.

D. Nominations and Awards Committee:

1. The Nominations and Awards Committee shall consist of two to three members, each of whom shall be an eligible member of the Association. The Past-President shall serve as chairman of the committee and the other members of the committee shall be nominated by the Board of Directors and elected by the members at the annual meeting to serve two (2) year terms. At least one of the elected Nominations and Awards Committee members shall be a member of the Board. The nominees for the Nominations and Awards Committee shall be presented by

the Board of Directors at the annual meeting for approval of the members. At least thirty (3) days prior to the annual meeting of the Association, the Nominations and Awards Committee shall submit to the board a slate of Executive Committee to be elected at the annual meeting. The slate shall consist of only one nominee for each directorship being filled by the election. A simple majority vote of all board members is needed to elect the officers at the annual meeting. If a simple majority is not present at the annual meeting, then a vote may be taken via email immediately following the annual meeting. Alternative nominations for officers shall be made as provided in Article IV, Section 1.D. of these Bylaws.

2. The Nominations and Awards Committee shall present a slate of candidates which, if elected, would seek to ensure that all directors whose terms expire in any given year are replaced and that any increase in board seats are filled. Notice of the names of persons nominated and on file with the Secretary shall be mailed or emailed to all active members of the Association at least thirty (30) days prior to the annual meeting. This notice shall also remind the membership that nominations for officers and board members may be made from the floor at the time of the election. Nominees receiving the largest number of votes cast shall be deemed elected to office.
3. Vacancies on the Nominations and Awards Committee, for any cause other than completion of elected term, shall be filled for the unexpired term by the Board.
4. Members may serve no more than two consecutive terms on the nominating committee.
5. ANCBH shall offer various awards and scholarships. Additional awards and scholarships may be determined by majority vote of the board members.

The “Outstanding Board of Health”, “Carl Durham Award”, and the “Robert Ed Strother Partnership Award” shall be presented at the annual NCPHA meeting. The Nominating Committee shall determine the recipient of these awards, shall inform the Board of Directors of their decision(s), and the Board of Directors shall ratify the decision(s).

The “Vaughn Upshaw Scholarship for Public Health Leadership” is presented to a graduate student in the Public Health Leadership Program at the Gillings School of Public Health during the Public Health Leadership Program Awards Ceremony in April of each year. The recipient is chosen by the UNC Program.

Up to five \$500 scholarships are awarded annually to assist local board of health members attend the annual NALBOH conference. The Nominating Committee shall determine the recipient of these awards, shall inform the Board of Directors of their decision(s), and the Board of Directors shall ratify the decision(s).

Additional standing committees may be created by changes in the Bylaws.

The duties of the standing committees shall be defined by the Board, except as otherwise provided in the Bylaws.

All committee appointments, except for the Nominating Committee, shall be for a term of two years, or until their successors are appointed and assume office.

Section 2. Special Committees

- A. The President may appoint such special committees and define their duties, as deemed appropriate, to transact the business of the Association.
- B. Special committees shall be dissolved at the end of the official term of the appointing President, unless their commission is completed at an earlier date or unless continued by the new President.

ARTICLE VII: FUNDS AND BALANCES

Section 1. Fiscal Year

The fiscal year of the Association shall be from July 1 through June 30.

Section 2. Budget and Audits

- A. A budget approved by the Board shall be submitted to the membership for information 30 days before the fiscal year begins.
- B. Provide for an audit review and/or audit of the accounts of the Association at the request of the President or the Board.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

In procedures not covered in the Bylaws or rules of the Association, the authority shall be “Robert’s Rules of Order newly revised, current edition”.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended in whole or in part by the affirmative vote of a super majority (two-thirds of the members present and eligible to vote) of the members of the Association. Thirty (30) days prior to the annual meeting, the Board of Directors shall send to the membership a copy of the proposed amendments and their recommendations. Any member or members may submit in writing a proposed amendment to the Board of Directors for consideration.

President, Association of North Carolina Boards of Health Date

Secretary, Association of North Carolina Boards of Health Date