

Bylaws – Enacted July 23, 2004

ARTICLE I : NAME

The name of this organization shall be the “Arizona Environmental Health Association, Inc.”

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is the transaction of any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. Moreover, and this shall be deemed as a limitation upon the purpose as previously set forth, the object and purpose of the Arizona Environmental Health Association, Inc., which is an affiliate of the National Environmental Health Association, Inc., and the International Association for Food Protection, Inc., a national and international (respectively), corporate nonprofit, professional organization shall be the improvement of public health and the environment through the enhancement of the knowledge and skills of environmental health and food safety professionals working in Arizona. This shall be achieved by sponsoring state and regional meetings and publications, developing methods of measuring and evaluating achievements in environmental health and food safety, the establishment of a central point for reference and educational material for the membership, the procurement of cooperation with other agencies and organizations and such other activities as will lead to the greater efficiency of the environmental health and food safety professional.

ARTICLE III: MEMBERSHIP AND ANNUAL DUES

Section 1. There shall be three (3) classes of membership. Student membership shall be available to any individual who is able to demonstrate that he/she is enrolled at an accredited educational institution on at least a half-time basis, and is engaged in a course of study directly relating to environmental health and food safety. Honorary/emeritus membership may be conferred by a majority vote of the board of directors upon an individual who has demonstrated sustained excellence in the service of the environmental health profession. All other members shall be classified as ‘active’. Benefits of membership shall include, but not limited to: voting privileges, receipt of the newsletter, access to lending library materials, and the opportunity to register for official activities at the fee lower than that charged for nonmembers. Membership shall be defined as having: 1.) Membership dues paid in full for the current membership year, 2.) No debts to the organization which have gone unpaid for a period greater than 30 days after a second notice for collection has been issued.

Section 2. The finances of this organization are completely separate from those of the National Environmental Health Association and International Association for

Food Protection. The amount of the dues and other fees shall be set by a majority vote of the board of directors. Dues for student membership shall be one-half the amount charged for active membership. It shall be the official policy of this organization that the amount charged for membership dues be kept to a reasonable minimum to encourage people to join. Membership is valid for one membership year, which is defined as beginning July 1st of a given year and terminating June 30th of the following year. Honorary emeritus membership shall be awarded without charge to the recipient and shall be awarded without charge to the recipient and shall be valid for a period set by the board of directors.

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS, DUTIES

Section 1. The Board of Directors (also referred to as “The Board”) shall consist of the immediate Past-President, President-Elect, Secretary, Treasurer, and four (4) members elected at large. The Newsletter Editor shall be an ex-officio (non-voting) member of the Board of Directors. Only members in good standing shall be eligible to sit on the Board of Directors. The Board of Directors shall have from 4-6 regular meetings each year with additional special meetings as needed. Officers and Board members are encouraged to attend all Board of Directors meetings and general meetings.

Section 2. The Officers of the Association shall be President, President-Elect, Secretary, Treasurer and Past-President. Only members in good standing shall be eligible to hold office.

Section 3. Vacancies on the Board of Directors or in any office except President-Elect may be filled by a vote of the remaining members of the Board of Directors.

Section 4. In the event of temporary absence or disability of the President, the highest available officer in the order of succession listed in Section 2 shall temporarily perform the duties of President.

Section 5. The duties for each Board of Directors member are listed below in sections 6-12. These duties list programs and items for which the member is responsible. These responsibilities shall be met by direct personal action or by delegation to other parties so long as appropriate supervision is exercised to ensure that the task is properly completed.

Section 6. The President shall be Chief Executive Officer of The Association and, as such, shall be Chair of the Board of Directors. He or she shall set the agenda for and preside at all meetings of The Association and subject to approval of the Board of Directors, shall appoint all committee chairs. He or she shall receive all committee reports and certifications of election returns for consideration and action by the Board of Directors. The President shall represent the Arizona Environmental Health Association at the National Environmental Health Association’s Annual Educational Conference (AEC) and the International

Association for Food Protection's Annual Meeting or shall direct The Board in choosing a replacement delegate(s). The President and his or her delegate(s) to the AEC, and International Association for Food Protection Annual Meeting must be members of the National Environmental Health Association and the International Association for Food Protection. The President shall be an ex-officio member of all committees. The President shall open all educational conferences. The President shall submit a column to each newsletter and shall submit at least two additional articles to the newsletter per year. The President shall review and approve each issue of the newsletter prior to printing. The President is responsible for motivating the board of directors and the membership as a whole, and shall establish goals and objectives for the organization. The President shall act as liaison between the association and other agencies and organizations.

Section 7. The primary responsibility of the President-Elect shall be to prepare for assuming the office of the President. The President-Elect must be a member of the National Environmental Health Association and International Association for Food Protection. The President-Elect shall assist the President in the execution of his or her duties and shall act on the president's behalf in his or her absence. The President-Elect shall become President when a vacancy occurs in that office. The President-Elect shall chair the Education Committee and shall coordinate educational activities. The President-Elect shall be a member of the Finance Committee and shall submit at least two articles to the newsletter per year.

Section 8. The Secretary shall be the official custodian of the documents and records of The Association. The Secretary shall take minutes of all general and Board of Directors meetings and shall make these minutes available to Board Members for review prior to the next meeting. The Secretary shall direct the mailing of ballots and shall assist with correspondence and other clerical task as needed. The Secretary shall assist with the maintenance of the membership and mailing lists and shall submit at least two articles to the newsletter per year.

Section 9. The Treasurer shall have charge of all funds of The Association, which he or she shall deposit as directed by the Board of Directors. Disbursements shall be made only by check signed by the Treasurer. The Treasurer shall chair the Finance Committee. The Treasurer shall file the annual statement with the Arizona Corporation Commission and shall submit association income tax reports as required. The Treasurer shall present financial reports at each Board of Directors meeting. The Treasurer shall submit at least two articles to the newsletter per year.

Section 10. Due to his or her years of experience with The Association, the Past-President shall act as The Association's parliamentarian and historian. The Past-President shall chair the Nominating Committee. The Past-President shall submit at least two articles to the newsletter per year.

Section 11. The At-Large Board Members shall perform special assignments agreed upon by the Board of Directors and shall assist The Officers in the performance of

their duties. Each At-Large Board Member shall submit at least two articles to the newsletter per year.

Section 12. The Newsletter Edition shall prepare quarterly association newsletters with input from Board Members and the general membership. He or she shall be responsible for seeing that each association member in good standing receives each newsletter. The Editor shall encourage submittal of interesting and appropriate articles for the newsletter. The Newsletter Editor shall be responsible for ensuring that all notices and articles directed by the board are included in the newsletter. The Newsletter Editor shall chair the Publication Committee. The Newsletter Editor is an ex-officio member of the Board of Directors. The Newsletter Editor is nominated by the President and Elected by the Board of Directors for a term to run concurrent with the terms of the Board of Directors.

Section 13. The President-Elect, Secretary, Treasurer and the four At-Large Board Members shall serve a term lasting two (2) years or until the next subsequent election. In the event the President-Elect is unable to assume the Presidency for any reason, a President and another President-Elect shall be chosen in a special election voted upon by the general membership.

Section 14. Any Board of Directors member may be removed from office through impeachment. Cause for impeachment shall be malfeasance, nonfeasance or the commission of an act, which brings significant discredit to the association. In the event that impeachable charges are brought to the attention of a member of the Board of Directors, a special meeting of The Board shall be convened at which charges shall be heard and the accused shall have the opportunity to present a defense. After examining the evidence, the Board of Directors, minus the accused member, shall vote by secret ballot whether to remove that member from office. A two-thirds majority of the Board of Directors members voting shall be required to remove an individual from office.

ARTICLE V: NOMINATIONS, VOTING PRIVILEGES AND ELECTIONS

Section 1. Every member in good standing shall be entitled to vote on any matter submitted to the general membership.

A) Ballots.

- (1) All balloting pertaining to the election of members of the Board of Directors and amendments to the Articles of Incorporation or Bylaws may be done by mail.**
- (2) Ballots may be cast only by members in good standing.**
- (3) Ballots may be cast only for the purpose of voting on:
 - (a) Election of the Board of Directors and to vote thereon and the membership has been notified of the content of the amendment(s) via an announcement in that issue of the newsletter immediately****

preceding the vote. At least fifty percent of the eligible membership must vote on any proposed amendment; the amendment shall be deemed ratified if a simple majority of those voting cast ballots do so in favor of the amendment.

Section 2. Other than the election of the At-Large Board Members, Officers or amendments to the Articles of Incorporation and/or Bylaws, only those members in attendance at the Annual Meeting shall be entitled to vote on the floor. Only Officers and At-Large Board Members that are in attendance may vote at Board of Director meetings.

ARTICLE VI: QUORUMS

Section 1. One-third of the members of the Board of Directors with voting privileges shall constitute a quorum of the Board of Directors for the transaction of any and all business of the Board. The majority of Directors voting at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

Section 2. One-third of the membership in good standing shall constitute a quorum of the membership for the transaction of any and all business properly before the membership in good standing shall constitute a quorum for a vote on any proposed amendment to the Articles of Incorporation and/or Bylaws. The majority of members voting at a meeting at which a quorum is present shall constitute the act of the members.

ARTICLE VII: COMMITTEES

Section 1. The association shall establish and maintain a variety of committees to help plan and conduct its business. Committees are designated as either standing committees which operate continuously, or special committees, which organize and meet to handle a specific task or issue and then disband once the stated goals are accomplished. Chairs of the committees shall be appointed by the President, subject to final approval by the Board of Directors. The chairs of the respective committees shall serve until the next annual meeting, or until their respective successors are appointed. Unless the composition is specifically stipulated in the bylaws or official policy, membership on any committee is open to any interested member and that individual is considered a member of the committee when he or she has been appointed by the committee chair and attends his or her first committee meeting. Committee membership shall cease when a person either resigns from the committee or is absent for three consecutive committee meetings.

Section 2. The Finance Committee is a standing committee and shall consist of three (3) members, two of whom shall be the Treasurer, who shall act as Chair, and the President-Elect. It shall be the duty of this committee to assist and advise the Treasurer. Said committee shall formulate a recommended budget, in line-item format, for each fiscal year. The fiscal year shall be defined as July 1st of a given

year to June 30th of the following year. The Finance Committee shall submit its recommended budget to the Board of Directors no later than 30 days before the end of the fiscal year. The Board of Directors shall approve a budget prior to the end of the fiscal year. The Board of Directors may vote to accept, accept with revision or deny the budget recommended by the Finance Committee. Once a budget has been adopted by the Board of Directors, approved expenditures may be made by the authorized parties without an additional vote of approval by the Board. Expenditures for items not entered in the budget or for approved items exceeding their budgetary limit must be submitted to the Finance Committee for its recommendation and then approved by a majority vote of the Board of Directors. The Finance Committee shall also be charged with the duty of developing ways and means of raising funds for the operation of the organization.

Section 3. The Nomination Committee shall consist of three (3) members one of whom may be the immediate Past-President, who shall act as Chair. The Committee shall submit its nominations to the President at least sixty (60) days prior to the Annual Meeting. No member of the Nominating Committee shall be eligible to run for office. This is a special committee and shall meet for the purpose of assembling a roster of candidates for election and shall conduct the election.

Section 4. The Membership Committee is a standing committee and shall consist of at least two (2) members. It shall be the duty of said committee to study ways and means of increasing the general membership of the Association. The Membership Committee shall assist the Board of Directors in maintaining a current membership list and the mailing list for the newsletter, ballots, distribution of minutes, and membership renewals.

Section 5. The Legislation Committee is a standing committee and shall consist of at least two (2) members. The Committee shall review existing and proposed state and local laws, ordinances and regulations regarding public health and the environment and make recommendations for action thereon to the Board of Directors.

Section 6. The Articles of Incorporation and Bylaws Committee shall consist of three (3) members. It shall be the duty of said committee to make recommendations concerning proposals for amendments of the Articles of Incorporation and/or Bylaws submitted to it, which recommendations shall be reported to the Board of Directors. This is a special committee and shall meet as needed.

Section 7. The Publication Committee is a standing committee and shall be chaired by the Newsletter Editor and shall consist of two (2) additional members, one of whom shall be selected from the Board of Directors and one of whom shall be a member-at-large. The duty of this committee shall be to assist and advise the Newsletter Editor in the assembly and editing of the newsletter. Once the editor has produced a draft of an edition of the newsletter, he or she shall submit copies to the other two members for their review. This shall include review for grammar, spelling, technical accuracy and suitability of content. In the event of a dispute,

agreement among two of the three members shall prevail. The editor shall then assemble a revised draft incorporating the changes agreed upon by the Committee. This draft shall then be submitted to the President for final review. In the event the President objects to some item or otherwise proposes a change, his or her recommendations shall be considered by the Publication Committee, and either accepted or rejected. The Publication Committee shall also be charged with promoting the newsletter and recruiting contributions to the newsletter. The Publication Committee shall also be responsible for the production of other publications as authorized by the Board of Directors.

Section 8. The Education Committee is a standing committee and shall consist of at least three (3) members. The Education Committee shall be chaired by the President-Elect. This committee shall advise the Board of Directors on educational matters and shall promote the pursuit of knowledge about environmental health. This committee shall oversee the administration of the lending library.

Section 9. The Awards Committee shall consist of three (3) members. This committee shall meet as needed to make recommendations on awards to the Board of Directors. Where award recipients are chosen by the general membership, the Awards Committee shall coordinate and conduct such selections. This is a special committee.

Section 10. The President shall appoint such other committees as may be desirable for the conduct of the business of the Association.

ARTICLE VIII: ANNUAL AND BUSINESS MEETINGS

Section 1. At least one meeting of the general membership shall be held annually. New Officers shall be sworn in and old Officers retired when this meeting follows a general election. Other business of interest to the membership as a whole may be conducted at the Annual Meeting.

Section 2. At least four (4) Board of Directors Meetings shall be held each year for the purpose of conducting the business of The Association.

Section 3. The rules contained in Robert's Rules of Order shall prevail in the conduct of all meetings of the Association, except where specific rules are established or provided in the Articles of Incorporation or Bylaws.