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2
3 Association of North Carolina Boards of Health
4 Bylaws

5 Revised
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1 **ARTICLE I: NAME**

2 The name of the organization shall be the Association of North Carolina Boards of Health
3 (ANCBH), hereafter referred to as the Association.

4 **ARTICLE II: GOAL AND PURPOSES**

5 **Section 1. Goal**

6 The goal of The Association shall be to pursue excellence in public health in North Carolina by
7 providing leadership and support for local Boards of Health in their efforts to protect and
8 promote the public's health.

9 **Section 2. Purpose**

- 10 A. To promote high standards of comprehensive public health services for the citizens of
11 North Carolina.
- 12 B. To provide consultation and education for, and facilitate the exchange of ideas among,
13 Board of Health members.
- 14 C. To support health policy and finance issues in support of public health in North
15 Carolina.
- 16 D. To promote close working relationships between local Boards of Health and other allied
17 agencies.
- 18 E. To promote programs and projects deemed necessary to protect and promote the health
19 of the citizens in North Carolina.
- 20 F. To support public awareness of public health issues and dangers.

21 **ARTICLE III: MEMBERSHIP AND DUES**

22 **Section 1. Membership**

23 The association shall have four categories of members:

- 24 A. Institutional Membership shall be open to all County or District Boards of Health,
25 County or District Boards of Human Services, and public health authorities created
26 pursuant to Part 1A of Chapter 130A of the North Carolina General Statutes as existing
27 or as may hereinafter be amended (N.C.G.S. 130A-43, *et seq.*). Upon payment of
28 dues, an institution described above shall be entitled to membership in the Association.
29 An institutional member shall designate one member of its current governing board to
30 vote on behalf of that institution on any matter to which a member is entitled to vote,
31 and shall notify the association of the name and address of its designee.

32

- 1 B. Individual Membership shall be open to all duly sworn members of a county or
2 district Board of Health, public health authority, or county or district Board of Human
3 Services. Current members of a governing body described above that holds
4 institutional membership in the Association are individual members without payment of
5 dues. All other individual members shall pay dues. Upon payment of dues an
6 individual described above shall have all the other responsibilities and privileges of
7 Association membership, except that they may not vote at annual business meetings of
8 the Association. (except when designated by the institutional member to cast its
9 institutional membership vote.)
- 10 C. Associate Membership shall be open to all persons who formerly served as a sworn
11 member of a county or district Board of Health, public health authority, or county or
12 district Board of Human Services, or to other persons who demonstrate a sincere
13 interest in public health in North Carolina and a commitment to the Association's goal
14 and purposes. Upon payment of dues, an individual described above shall be entitled to
15 membership in the Association and have all the other responsibilities and privileges of
16 Association membership, except that they may not vote at annual business meetings of
17 the Association.
- 18 D. Directors Emeriti. The Director Emeritus status is an honor that is bestowed only on
19 those leaders in public health who have served on the ANCBH Board of Directors.
- 20 1. Qualifications: (a) Must have served a full three- (3) year elected term on the Board
21 of Directors of ANCBH. or (b) Completed a term as President, President-Elect,
22 Past- President , Secretary, or Treasurer of ANCBH.. A member with these
23 qualifications shall be elected to Emeritus status by vote of the Board of Directors at
24 a regular BOD meeting.
- 25 2. Privileges/entitlements: (a) May attend all Board of Director meetings and
26 functions. (b) A lifelong subscription to the ANCBH newsletter. (c) May attend the
27 ANCBH annual meetings at no charge. (d) Will be guests of honor at an annual
28 reception. (e) Be represented on the current Board of Directors (f) Are not subject to
29 annual dues.

30 **Section 2. Dues**

- 31 A. Each member of the association shall pay such dues as may be determined by the Board
32 of Directors; provided that the Board shall provide notice to the membership of any
33 proposed increase in dues at least thirty days prior to the Board's action to increase dues
34 at a meeting.
- 35 B. Annual dues are payable at the beginning of the fiscal year, which shall be July 1st. No
36 member for whom dues are unpaid shall be entitled to vote on any matter. The Board of
37 Directors is authorized to suspend or revoke membership for non-payment of dues after
38 notice to the member.
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1 **ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS**

2 **Section 1. Titles, Election, and Term**

- 3 A. The officers of the Association shall consist of the President, President-elect, Past-
4 President, Secretary, and Treasurer. No person may hold more than one office
5 concurrently.
- 6 B. The Board of Directors (hereinafter referred to as the Board) shall consist of not more
7 than eighteen and not less than eight directors, including the officers of the Association
8 and the ANCBH Emeriti Representative. Directors shall serve a term of three years,
9 unless otherwise provided in these Bylaws. At no time shall associate members
10 comprise more than one-third of the Board. The Past-President, upon completion of
11 that term of office, shall continue on the Board as an ANCBH Emeriti Representative
12 with all privileges including voting.
- 13 C. Voting for directors shall be in response to a slate of qualified candidates presented by
14 the nominating committee. Members may also make nominations from the floor at the
15 annual meeting, provided that any such nomination shall be in the alternative to the
16 candidate proposed by the nominating committee. Board members shall be elected by a
17 majority vote of the members present and eligible to vote at the annual meeting of the
18 association. If there are no nominations from the floor, the nominees may be elected by
19 acclamation by the members. If there are nominations from the floor, the members shall
20 vote separately for each such seat and that the nominee receiving the largest number of
21 vote's cast shall be deemed elected to that office.
- 22 D. Following the annual meeting and prior to the first regular meeting of the board of
23 directors, the nominating committee shall select a slate of officers from among the newly
24 elected board to be presented to that board. Board members may also make
25 nominations, provided that any such nomination shall be in the alternative to the
26 candidate proposed by the nominating committee. Immediately following the annual
27 meeting, the board of directors, by a majority of directors present and voting, shall elect
28 from its ranks persons to serve as officers. If there are no nominations from the floor,
29 the nominees may be elected by acclamation. If there are nominations from the floor, the
30 board shall vote separately for each such seat and that the nominee receiving the largest
31 number of vote's cast shall be deemed elected to that office. The Board of Directors
32 shall elect a President-elect, Secretary and Treasurer. Upon completion of the President-
33 elect's term of office, the President-elect shall automatically succeed to the office of
34 President.
- 35 E. The President, President-elect, and Secretary shall serve a term of one year. The
36 Treasurer shall serve for two years. Officers and board members shall continue to serve
37 until their successors are elected and qualified.
- 38 F. The Board may increase or decrease the number of seats on the Board, provided that (a)
39 as near as practicable, one-third of all the board seats expire each year and (b) directors
40 are not displaced by a decrease. In order to maintain a staggered-board where one-third
41 of all board seats expires each year, the board is authorized to establish terms of less than
42 three years for any increase in board seats.
- 43 G. Officers and directors, once elected and qualified, shall be permitted to serve out the
44 term for which they were elected, notwithstanding the fact that the status, which entitled
45 them to membership, no longer exists. All officers and directors shall have the privilege
46 of re-election, subject to the limitation of these Bylaws. No member shall serve more
47 than two consecutive terms in the same office.

1 **Section 2. Qualification**

2
3 All individual members, associate members, and persons designated by institutional members
4 (in accordance with Article III, Section I.A. of these Bylaws) shall be eligible for election as
5 directors subject to these Bylaws.

6
7 **Section 3. Duties**

8 A. The President shall:

- 9 1. Preside at all business meetings of the Association.
- 10 2. Appoint all committees and committee chairs, unless otherwise provided for in
11 these Bylaws.
- 12 3. Be responsible for carrying out all programs, policies, and activities of the
13 Association.
- 14 4. Be responsible for notification of the annual meeting at least thirty (30) days prior
15 to the date of the meeting.
- 16 5. Chair the Board of Directors.
- 17 6. Be an ex-officio member of all committees, with the exception of the nominating
18 committee.
- 19 7. Ensure that an annual budget is prepared for approval by the Board of
20 Directors.
- 21 8. The President may present a “Presidents Award” to a member of ANCBH
22 who has been helpful during his/her term as president. This award would be
23 presented to the recipient during ANCBH’s annual meeting.

24 B. The President-elect shall:

- 25 1. Become the President of the Association when a vacancy, by whatever cause,
26 occurs in the office of the president.
- 27 2. Consult with, counsel, and advise the president and, in the absence or
28 disability of the president, exercise the duties of the president.
- 29 3. Serve as Chair of the annual meeting program committee.

30 C. The Immediate Past-President shall:

- 31 1. Serve as Chair of the Nominating Committee.
- 32 2. Assist the other officers in the performance of their duties.
- 33 3. Serve of the Executive Committee.
- 34 4. Oversee orientation of new members elected to the Board of
35 Directors.
- 36 4. Oversee orientation of new members elected to the Board of
37 Directors.
- 38 4. Oversee orientation of new members elected to the Board of
 Directors.

- 1 D. The Secretary shall perform, oversee, or delegate to staff:
- 2 1. Recording the minutes of all meetings of the association.
- 3 2. Preparing and furnishing copies of minutes to the Association's members in a
- 4 timely manner.
- 5 3. Keep a database of all officers, directors, liaison, emeritus and other members
- 6 and member boards of the Association, a current copy of the Bylaws, rules;
- 7 resolutions; and all filed reports.
- 8
- 9 4. Notifying appropriate persons of all Association meetings called by the
- 10 President or Board of Directors.
- 11 5. Perform such other duties as requested by the President or Board in administering
- 12 activities of the Association.
- 13 E. The Treasurer shall perform, oversee, or delegate to staff:
- 14
- 15 1. The maintenance of up-to-date financial records for the Association and
- 16 present a report at each regular meeting of the Board of Directors and a written
- 17 report at the annual meeting of receipts and disbursements.
- 18 2. The receipt of Association funds and, with the board's approval, the
- 19 issuance of checks for authorized expenditures within the provisions of the
- 20 operating budget.
- 21 3. The billing and collection of annual dues.
- 22 4. Assist the president in the preparation of the annual budget.
- 23 5. Perform such other duties as requested by the president or board in administering
- 24 the activities of the association.
- 25 F. The Board shall:
- 26 1. Manage and direct the business and affairs of the Association and determine
- 27 questions of policy that arise between meetings of the full membership.
- 28 2. Have the power to call special meetings of the membership of the Association.
- 29 3. Approve the annual budget for the Association.
- 30 4. Provide for an annual audit to be made of the financial records of the Association.
- 31 5. Meet at such time and place, after appropriate notice to each member, as
- 32 designated by the President.
- 33 6. Meet no later than sixty (60) days prior to the annual meeting to approve: (1) the
- 34 list of names submitted by the nominating committee for the slate of new board
- 35 members; (2) any changes and additions to the Bylaws submitted by the Bylaws
- 36 Committee; and (3) the program for the annual meeting submitted by the Program
- 37 Committee.

1 **Section 4. Vacancies**

2 If, before the expiration of the term for which the President is elected, the President leaves
3 office for any reason, the President-elect shall succeed to the office vacated for the unexpired
4 portion of the term. If the President-elect is unable or unwilling to succeed to the presidency,
5 the Board shall select from its ranks a person to complete the unexpired term of the President
6 and shall elect a new president-elect to complete the unexpired term of the president-elect.
7 Vacancies created by any other officers or board members leaving office for any reason before
8 their term expires shall be filled by appointment of the board for the unexpired portion of the
9 term.

10 **Section 5. Transfer of Records**

11 Officers and committee chairs shall deliver all records, files, and properties of the
12 Association to their successors within one month after retiring from office.
13
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16 **ARTICLE V: MEETINGS**

17 **Section 1. Meetings of the Association**

- 18 A. There shall be an annual meeting of the Association at the time and place established by
19 the Board. Notice shall be sent to all members of the Association at least thirty (30)
20 days prior to the meeting.
- 21 B. Additional meetings and events may be held during the year at the discretion of the
22 Board.

23 **Section 2. Voting Body and Quorum for Association Meetings**

- 24 A. The voting body of the Association shall consist only of institutional members. Each
25 institution shall designate, in writing to the Association, one of its current board
26 members to cast its vote.
- 27 B. A quorum shall consist of all institutional members present at any regular or special
28 meeting that has been properly called by the President or Board, providing that severe
29 weather has not prohibited attendance of a simple majority of those registered to attend.
- 30 C. A majority of those casting ballots is necessary for a decision, unless otherwise
31 specified in these Bylaws or by the North Carolina Nonprofit Corporation Act.

32 **Section 3. Meetings of the Board**

- 33 A. The Board of Directors shall meet at least four (4) times yearly in addition to the annual
34 meeting, the time and place to be set in advance by the Board. A meeting shall be held at
35 least sixty (60) days prior to the annual meeting specifically for approval of the slate of
36 nominees for the Board of Directors from the nominating committee, approval of
37 changes to the Bylaws from the Bylaws Committee, and approval of the program for the
38 annual meeting from the Program Committee.
- 39 B. Special meetings of the board may be called by the President, or by at least one-third of

1 the Board's membership, if reasonable notice is given in writing to all board members.

- 2 C. As individuals, members of the Board of Directors are expected to attend all
3 meetings of the Board. A member of the Board of Directors is required to attend two
4 (2) meetings per year, in addition to the annual meeting. Each member shall be required
5 to notify the President if he or she is unable to attend a meeting. If a board member is
6 absent for three (3) unexcused meetings, his or her seat shall be declared vacant and will
7 be filled by appointment by the Board at its next regular meeting. The President shall
8 notify the member of this action. The minutes of each meeting shall show those
9 present, absent, and those excused by the President.

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12 **Section 4. Quorum for Board Meetings**

- 13 A. A majority of the members serving on the board shall constitute a quorum.
14 B. A majority of the board members casting votes is necessary for a decision unless
15 otherwise specified by these bylaws or by the North Carolina Nonprofit Corporation
16 Act.
17 C. Actions of an urgent nature which may be authorized or taken at a meeting of
18 the Board of Directors may be taken with the affirmative vote of the Board
19 using a forty-eight (48) hour approval process via facsimile, telephone, or
20 email.

21
22 **Section 5. National Association of Local Boards of Health (NALBOH)**

23 It is desirable that ANCBH be represented at the NALBOH Annual Conference each
24 year. The President and the Executive Director or a maximum of two (2) members of
25 ANCBH, authorized by the Board of Directors, may be permitted to attend the annual
26 conference of NALBOH at the expense of ANCBH. Expenses would be limited to
27 registration, hotel accommodations, travel expenses (by the most economical means),
28 and out-of-pocket expenses for food not provided with the registration. All expenses
29 must be accompanied by receipts and presented, on a form provided by and to the
30 Treasurer, for reimbursement. Advance payment may be authorized, if requested, for
31 registration, hotel accommodations and travel.

32 **ARTICLE VI. COMMITTEES**

33 **Section 1. Standing Committees**

- 34 A. The standing committees of the association shall be:
35 1. Executive Committee
36 a. The Executive Committee shall consist of the President, Past- President,
37 President-elect, Secretary, and Treasurer.
38 b. The Executive Committee shall be empowered to speak and act for and on

1 behalf of the Board of Directors when such action is necessitated due to
2 considerations of time and circumstances; provided, that any action approved
3 and undertaken by the executive committee shall be communicated to the
4 members of the Board of Directors as soon as practicable following such
5 action; and providing further that a report of such action shall then be presented
6 at the meeting of the Board of Directors next following the action of the
7 Executive Committee.

8 c. The Executive Committee shall oversee and monitor the fiscal operations of the
9 Association, develop an annual budget for recommendation by the Board, and
10 assist in implementation and funding strategies for the Association.

11 2. Bylaws Committee

12 a. The Board of Directors shall act as the Bylaws Committees

13 b. The Board of Directors acting as the Bylaws Committee shall review the
14 Bylaws annually at least sixty (60) days prior to the annual meeting.

15 c. Proposed changes in the Bylaws shall be presented to the membership (30)
16 thirty days in advance of the annual meeting and amendments must be passed
17 by a two-thirds vote of institutional members voting.

18 3. Program Committee

19 a. The President-elect shall serve as the chairman of the Program Committee, and
20 the President shall appoint all other members.

21 b. The Program Committee shall be responsible for planning the programs of
22 the Association and shall present its plans to the board for approval at least
23 sixty (60) days prior to the annual meeting.
24

25 4. Nominations and Awards Committee

26 a. The Nominations and Awards Committee shall consist of five (5) members,
27 each of whom shall be an eligible member of the Association. The Past-
28 President shall serve as chairman of the committee and the other members of the
29 committee shall be nominated by the Board of Directors and elected by the
30 members at the annual meeting to serve two (2) year terms. At the first annual
31 meeting four persons shall be elected for the nominating committee, two of
32 whom shall serve one year and two shall serve two years. At each annual
33 meeting thereafter, two members of the Nominations and Awards Committee
34 shall be elected. At least one of the four elected Nominations and Awards
35 Committee members shall be a member of the Board. The nominees for the
36 Nominations and Awards Committee shall be presented by the Board of
37 Directors at the annual meeting for approval of the members.

38 b. At least sixty (60) days prior to the annual meeting of the Association, the
39 Nominations and Awards Committee shall submit to the board a slate of
40 directors to be elected at the annual meeting. The slate shall consist of only one
41 nominee for each directorship being filled by the election. Following elections
42 of the Directors at the annual meeting, the nominating committee shall submit to
43 that Board of Directors a slate of officers from within the newly elected board.
44 The Board of Directors shall meet immediately following the annual meeting
45 for the purpose of electing officers. The slate shall consist of only one nominee
46 for each office being filled by the election. Alternative nominations for officer
47 shall be made as provided in Article IV, Section 1. D. of these Bylaws.

- c. 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.
- d. Notice of the names of persons nominated and on file with the Secretary shall be mailed to all active members of the Association at least thirty (30) days prior to the annual meeting and after the names of people nominated have been approved by the board. 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.
- e. Nominees receiving the largest number of institutional member votes cast shall be deemed elected to office.
- f. 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.
- g. Members may serve no more than two consecutive terms on the nominating committee.
- h. ANCBH shall offer three awards: "Outstanding Board of Health," "Carl Durham Award," and the "Robert Ed Strother Partnership Award" to be presented at the annual 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).

- B. Additional standing committees may be created by changes in the Bylaws.
- C. The duties of the standing committees shall be defined by the Board, except as otherwise provided in these Bylaws.
- D. All committee appointments except for the Nominating Committee shall be for a term of one year, or until their successors is 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.

1 **Section 2. Budget and Audits**

2 A. A budget approved by the Board shall be submitted to the membership for
3 information at the annual meeting.

4 B. The accounts of the Association shall be audited annually.

5 **ARTICLE VIII: PARLIAMENTARY AUTHORITY**

6 In procedures not covered in the Bylaws or rules of the Association, the current edition of Robert's
7 Rules of Order Newly Revised shall be the authority, including the ability to "Suspend the Rules"
8 when desired and appropriate.

9 **ARTICLE IX: AMENDMENTS**

10
11 These Bylaws may be amended in whole or in part by the affirmative vote of at least two-thirds (2/3) of
12 institutional members present and voting at the annual meeting of the Association. Thirty (30) days
13 prior to the annual meeting, the Board of Directors shall send to the membership a copy of the
14 proposed amendments and their recommendations. Any member or members may submit in writing a
15 proposed amendment to the Board of Directors for consideration.