

**MICHIGAN ENVIRONMENTAL HEALTH ASSOCIATION
CONSTITUTION AND BYLAWS**

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PREAMBLE

In order to foster, promote and attain high standards in the environmental health profession and the qualification of engaging therein; to strive for recognition from public and official sources as a scientific group, providing a service for the general welfare of the public; to bring a harmonious and cooperative effort for the understanding and efficient rendering of duties and responsibilities; to bring about standardization in methods of law enforcement and general public health practice in respective fields in state, cities and counties; to encourage courses of instruction in schools for the purpose of increasing the knowledge and efficiency of the members and the value in public health sanitation or in allied occupations; to professionalize environmental health status; to extend cooperation and work in joint enterprises with the National Environmental Health Association (NEHA), International Association for Food Protection (IAFP), and any other association with similar objective; to take an active leadership role in the resolution of issues and interchange of thought, opinion and philosophy and to give identity and voice to the environmental health professional of the great State of Michigan, the Michigan Environmental Health Association, Inc. does ordain and establish these Constitution and Bylaws.

CONSTITUTION

Article I NAME AND AFFILIATION

- Section 1 The name of this organization, a non-profit, professional association, incorporated in the State of Michigan, shall be the Michigan Environmental Health Association, Inc., henceforth referred to as the Association or MEHA.
- Section 2 The Association may be affiliated with the National Environmental Health Association, the International Association for Food Protection and other national or state associations beneficial to the membership.
- Section 3 The Association may accept affiliation of Regional Associations, such as the Southwest Michigan Environmental Health Association (SWMEHA), the Southeast Michigan Environmental Health Association (SEMEHA), the Northern Michigan Environmental Health Association (NMEHA), and the Upper Peninsula Environmental Health Association (UPEHA). These Regional Affiliates may have status to nominate for an Executive Board Position for representation of their respective areas. The Association may accept the affiliation of student chapters organized by student members of the Association.

Article II PURPOSE

- Section 1 To promote the Canon of Ethics and Code of Conduct, uphold the Constitution, the Bylaws, and follow the Policies and Procedures of MEHA.
- Section 2 To promote the objectives of the National Environmental Health Association, the International Association for Food Protection, and other associations beneficial to the membership.
- Section 3 To promote the recognition and status of the environmental health professional through advocating the registration/licensing of its members in their respective disciplines, and through other appropriate means.
- Section 4 To provide MEHA members with a forum for the exchange of information and the discussion and study of environmental health issues.
- Section 5 To provide the general public, industry, and private sector with a source of information regarding environmental concerns.

Article III MEMBERSHIP

- Section 1 All applications for membership or reinstatement, together with the appropriate dues, shall be submitted in writing on forms provided to the person designated by the Executive Board.
- Section 2 New membership shall be granted, subject to confirmation, to persons qualifying within the designated classes upon payment of appropriate dues, and may be subject to Executive Board review.
- Section 3 There shall be two classes of membership with voting privileges designated as Active and Emeritus, and four classes of non-voting membership designated as Associate, Student, Honorary, and Sustaining.
- A. Active Membership is offered to any person working as a qualified sanitarian, sanitary engineer, or other environmental health professional, or in related activities in public or private agencies, or in institutions of higher learning, military services, or private employers engaged in environmental health activity, and who is contributing to the advancement of environmental health in Michigan. A person is eligible to become an active member, subject to confirmation, upon payment of appropriate dues.

- B. Emeritus Membership may be conferred by a majority vote of the Executive Board to any active member of ten (10) or more years standing who is retiring after at least twenty (20) years of service, or on account of age or disability. Reciprocity may be granted for documented service in other affiliates of NEHA or IAFP. Emeritus members shall have the same privileges as active members.
- C. Associate Membership is offered to anyone interested in the field of environmental health, upon payment of appropriate dues.
- D. Student Membership is offered to any full-time student working toward a degree in public health sanitation, sanitary science, sanitary engineering, environmental health, or allied field who has an interest in the Association, upon payment of appropriate dues. Such student status shall be verified in accordance with the Policy and Procedures Manual.
- E. Honorary Membership may be conferred by a majority vote of the Executive Board upon any person or persons for distinguished achievement in or service to the field of environmental health. Nominations for Honorary Membership shall be submitted to the Executive Board for their approval.
- F. Sustaining Membership is offered to institutions, agencies and companies who hold such membership within NEHA, IAFP, or who have an interest in the purpose and objective of the Association and with a desire to contribute to the Association's success. A sustaining member shall be entitled to one participating Associate Membership without payment of additional dues. The name of the representative must be submitted at the time of membership.

Section 4 Voting member: An Active or Emeritus member in good standing shall be deemed to have voting privileges if his/her dues are currently paid.

Section 5 Each association member shall choose a geographical region preferably based on his or her worksite location and regional boundaries supplied to the Association Secretary by the regional affiliates: Southeast Michigan Environmental Health Association (SEMEHA), Southwest Michigan Environmental Health Association (SWMEHA), Northern Michigan Environmental Health Association (NMEHA) and Upper Peninsula Environmental Health Association (UPEHA). A member's regional affiliation will be indicated on MEHA membership cards.

- Section 6 Annual dues for various classes of membership described in Article III, Section 3, shall be received by a person or persons designated by the Executive Board. Annual dues shall be established by two-thirds vote of the Executive Board.
- Section 7 Annual dues for all paying membership classes are due 365 days after that member's previous dues payment was received. Annual dues may be paid at any time online or to the MEHA office.
- Section 8 The membership year shall begin upon receipt of complete, paid dues and shall run for 365 days after membership dues have been received.
- Section 9 The Executive Board upon majority vote shall have the authority to waive annual dues for any person(s) for a time specified by the Board.

Article IV OFFICERS AND EXECUTIVE BOARD

- Section 1 Only Active and Emeritus members are eligible for elective office.
- Section 2 The officers of the Association shall consist of the President, Past President, President Elect, Secretary, Treasurer, and six Directors (consisting of four regional and two at-large members).
- Section 3 The Executive Board shall consist of the elected officers as listed in Article IV, Section 2. The Executive Board is the ultimate authority for the Association; the individual Board Officers are subordinate to the Executive Board, in Quorum or in whole.
- Section 4 The officers shall be elected at the Association's Annual Education Conference. The election results shall be announced during the Annual Business Meeting. The terms of the officers shall be as follows:
- A. The President is elected to a three year term to be served as follows:
 - First year - President-Elect
 - Second year - President
 - Third year - Past President
 - B. The Secretary and Treasurer shall each serve a three-year term. The terms of these two officers shall be staggered.
 - C. The at-large directors shall be elected by the general membership.

- D. Regional directors shall be nominated and elected by affiliate groups from geographical regions defined and represented by the regional affiliates.
- E. Each director will serve a three year term with two directors being elected each year with the following rotation:
 - At-large Director and SWMEHA Director
 - SEMEHA Director and NMEHA Director
 - At-large Director and UPEHA Director

Section 5 Each officer shall have a single vote in all matters brought before the Executive Board. Proxy votes shall not be permitted. The Chair votes only to make or break a tie vote, or to cast a deciding ballot in a two thirds (2/3) majority vote.

Section 6 The Executive Board shall control and manage the affairs of the Association in accordance with the Constitution and Bylaws, shall be vested with the title to all property of the Association in trust for the benefit of the Association, and shall have power to authorize all acts on behalf of the Association except to amend or change the Constitution or Bylaws. Changes in Constitution or Bylaws requires a two thirds (2/3) majority vote of the general membership present and/or by absentee vote at the Annual Business Meeting.

Section 7 The Executive Board in addition to its other powers and duties, as implied by its title, shall have the authority to develop and maintain a Policy and Procedures Manual for guidance in conducting the affairs of the Association, within the framework of the Constitution and the Bylaws.

Section 8 A quorum of the Executive Board shall administer the affairs of the Association. A quorum of the Executive Board shall consist of six or more officers of the Association.

Section 9 Except as otherwise provided in the Constitution and the Bylaws, any resolution shall be approved by the majority of the Executive Board before submission to the membership.

Section 10 A non-voting student Executive Board Representative position will be made available for each college or university in the State of Michigan that has an environmental health degree program and that has a student environmental health association or club.

Section 11 A student Executive Board Representative will be designated by a qualifying college or university between September 1st and no later than October 15th. The student representative will serve in this capacity from September 1st until August 31st. The Board will only accept a student Representative after it has been notified

of the designated Representative by the head of the university or college's environmental health program or by the academic advisor for the student association.

- Section 12 The student Executive Board Representative must be an active member or student member of MEHA.
- Section 13 A non-voting Assistant Treasurer Executive Board position will be made available to assist the Officers of the Executive Board.
- Section 14 The Assistant Treasurer Executive Board position will be a non-elected position. Appointment of this position will be made by the MEHA Executive Board and will sit for a 3 year term, and will be staggered with the 3 year Treasurer Executive Board position.
- Section 15 The Assistant Treasurer must be an active member of MEHA.
- Section 16 The duties of the Assistant Treasurer will be to assist the Treasurer with his/her duties, and act as a liaison between the Annual Education Conference Planning Committee and the Treasurer.

Article V VACANT OFFICES

- Section 1 In the event of a vacancy in the office of President, the President-Elect shall immediately advance to that office and serve the remaining term and the following term of the office. Should the President-Elect office also be vacant, the Executive Board shall elect one of its officers to serve as President until the next annual election.
- Section 2 Should the office of President-Elect become vacant, except as provided for under Section 1, the office shall remain unfilled until the next election.
- Section 3 Should the office of Past-President become vacant, the Executive Board, in order to maintain a quorum, may appoint, by majority vote, a former MEHA President to fill the term of office of Past President.
- Section 4 In the case of a vacancy in the office of Secretary, Treasurer or an at-large Director, the Executive Board by majority vote shall make a temporary appointment to the vacated office. This temporary appointment shall be followed by nomination and election to fill the remaining unexpired term of the vacated office at the next election.

Section 5 Where a vacancy exists in the office of a Regional Director, the Executive Board shall appoint a person nominated by the Regional Affiliate representing that geographical region. This temporary appointment shall be followed by nomination and election to fill the remaining unexpired term of the vacated office at the next election.

Article VI DUTIES OF OFFICERS

Section 1 The duties of the Officers are such as are implied by their respective titles and which usually pertain to their respective offices, or which may from time to time be delegated to them by the Executive Board.

Section 2 The President shall chair the Executive Board meetings, preside at the Annual Business Meeting, and subject to approval by the Executive Board shall appoint standing and ad hoc committee chairs as required to conduct the business of the Association. The President, subject to approval by the Executive Board, is responsible for maintenance of the information contained on the MEHA web site. The President is the official representative of the Association and may attend or delegate attendance responsibility for International, National, Regional and other States functions at the direction of the Executive Board. The President shall be bonded to an amount determined by the Executive Board. The cost of the Bond shall be borne by the Association.

Section 3 The President-Elect shall assist the President, attend the Board meetings, preside in the President's absence, and represent the President at the President's discretion.

Section 4 The Past-President shall assist the President, attend Board meetings, and shall act as an emissary to the public and other Michigan professional organizations at the discretion of the President and Executive Board.

Section 5 The Secretary shall keep full records of all proceedings of the Association and the Executive Board, and shall have custody of all records belonging to the Association. The Secretary shall assist the President, notify members of their status or change in status as members, notify Committee Chairs of their appointment, give notice to the Executive Board and the membership of the time and place of scheduled meetings and conferences, and conduct the correspondence of the Association.

Section 6 The Treasurer shall have charge of all the funds of the Association, and shall deposit those funds in safe repository at the direction of the Executive Board. The Treasurer shall report the financial status of the Association to the Board at scheduled Executive Board meetings and to the membership at the Annual

Business Meeting. The Treasurer shall be bonded to an amount determined by the Executive Board. The cost of the bond shall be borne by the Association.

Section 7 Directors, in consideration of their designated office, shall represent their constituent group, and in concert of a quorum or in whole, shall conduct the business of the Association. Directors shall assist the president, represent the Association, accept assignments, and report to the Executive Board.

Article VII ELECTIONS

Section 1 Elective officers shall be nominated by the Nominations and Resolutions Committee which shall:

- A. Make nomination(s) for the office of President-Elect.
- B. Make nomination(s) for the expiring offices of Secretary and Treasurer.
- C. Make nomination(s) for each expiring office of at-large Executive Board Directors.
- D. Accept nomination(s) for expiring regional Executive Board Directors submitted by qualified regional organizations ninety (90) days prior to the Association's annual meeting and report them to the Executive Board. The officers of a regional organization must be MEHA members to be considered a "qualified" organization.
- E. Submit all nominations to the Executive Board for approval sixty (60) days prior to the Association's annual meeting.

Section 2 Regional director(s) will be nominated for expiring terms by each of the four regional organizations: Southeast Michigan Environmental Health Association, Southwest Michigan Environmental Health Association, Northern Michigan Environmental Health Association, and Upper Peninsula Environmental Health Association. Nominees must be MEHA members of active or emeritus status. Except for temporary appointments, nominations made by regional organizations must be accepted by their membership at a regularly scheduled, publicized meeting. Regional organization nominees shall be submitted for acceptance to the Nominations and Resolutions Committee at least 90 days prior to the Association's Annual Business Meeting. Each regional organization shall send written verification of the nomination results to the Board. The Executive Board will place regional nominations on the ballot for election by the regional membership at the Annual Business Meeting.

In the event a regional organization fails to submit nominations, that duty will fall to the Nominations and Resolutions Committee. The Executive Board position will remain a regional position and the Resolutions and Nominations Committee must make a reasonable and thorough search for regional candidate(s). If the search is unsuccessful and the Executive Board agrees by a two-thirds majority that it was proper and thorough, nominees can be selected on an at-large basis from the entire membership. The entire association membership will vote for this position at the annual meeting. When this elected director's term expires, or when the office again becomes vacant, the affected regional organization may again submit nominations for a regional position.

Section 3 Any member submitting a nomination petition for a specific office, signed by at least 50 voting members, shall be included in the nomination slate for the specific office. Petitions must be on a form provided by the Association. The petition must be submitted to the Secretary for validation not less than 30 days prior to the Annual Business Meeting.

Section 4 Ballots

A. Active or Emeritus members may vote by absentee ballot or at the Annual Educational Conference. Mailed absentee ballots must be received by the Elections Committee as described in the Bylaws Article IX Section 1D.

B. There will be two separate ballots. One ballot will be used to cast votes for at- large Executive Board positions and other association officers representing the entire association membership. A second ballot will contain only the names of nominees for expiring regional Executive Board positions from the voter's designated geographical region and will be used to cast votes for this position.

Section 5 The term of office for elected officials of the Association shall commence at the close of the Annual Business Meeting.

Section 6 The candidate(s) receiving the largest number of votes shall be elected. In the case of a tie vote, the elected official(s) shall be determined by a vote of the membership in a special runoff election conducted the morning following the general election. The elected official shall be the person receiving the majority of votes cast in the runoff election.

Section 7 The election shall be conducted under the supervision of the Election Committee appointed by the Executive Board.

Section 8 Voting by proxy shall not be permitted.

Section 9 Marked ballots shall be retained by the Election Committee for a period of 30 days unless otherwise directed by the Executive Board.

BYLAWS

Article VIII COMMITTEES

Section 1 Subject to the approval of the Executive Board, the President shall appoint chairpersons to standing and ad hoc committees and liaisons where deemed appropriate.

Section 2 The committee chairperson shall appoint the committee members. At least three voting members should be appointed to each committee. In all cases, committees shall be composed of a majority of voting members.

Article IX MEETINGS

Section 1 Annual Business Meeting

- A. The Association shall call an Annual Business Meeting of the membership for the purpose of conducting such business as is necessary or required by the Constitution or Bylaws. The Annual Business Meeting may be held during the Association's Annual Educational Conference or as directed by the Executive Board.
- B. A quorum of the membership shall consist of at least 25% of the voting members attending the conference. Voting by proxy shall not be permitted. Voting by absentee ballot is permitted on ballots provided by the Association.
- C. In case a quorum of the membership is not present to transact business at the Annual Business Meeting, the Executive Board is authorized to act on behalf of the Association.
- D. Notice of the Association's Annual Business Meeting shall be submitted to the membership at least thirty (30) days prior to the date of the meeting. Issues before the membership which may be voted upon by absentee ballot shall be published thirty (30) days prior to the date of the meeting. Absentee ballots must be delivered and post marked five (5) business days prior to the date of the Annual Business Meeting.

Section 2 Executive Board Meetings

- A. The President shall designate the time and place of the Executive Board meetings and shall conduct a minimum of six Executive Board meetings per year in addition to the Annual Business Meeting.
- B. The President may call a special Executive Board meeting to consider urgent business. Notification of special meetings shall be the responsibility of the President.
- C. The Secretary shall notify all Executive Board members of the time and place of each scheduled meeting.

Article X FINANCE

- Section 1 To accomplish the objectives set forth in the Constitution and Bylaws, the Association may be funded from membership dues, gifts, bequests, grants, and proceeds, if any, from activities undertaken in accordance with the purposes of this corporation not for profit.
- Section 2 The Executive Board, shall comply with all conditions upon which grants, gifts, or bequests are given, provided the conditions are not in conflict with the purposes of this corporation not for profit as expressed in the Constitution and Bylaws.
- Section 3 All funds received, handled and expended shall be accounted for by the Treasurer, as specified by the Executive Board.
- Section 4 All monies received on behalf of the Association shall be forwarded to a person or persons designated by the Executive Board within 30 days of receipt.
- Section 5 The person or persons authorized by the Executive Board to handle association funds shall be bonded for the amount determined by the Executive Board.
- Section 6 An annual audit of association funds shall be conducted and submitted for approval by a person(s) designated by the Executive Board.

Article XI AMENDMENTS

- Section 1 Amendments to the Constitution or the Bylaws may be proposed by the Executive Board, or as provided under Section 3 of this Article. All amendments proposed for voting at the Annual Business Meeting shall be submitted in writing to the Secretary at least sixty (60) days before the Annual Business Meeting. The Secretary shall submit the proposed amendments in writing to the membership at least thirty (30) days prior to the date of the Annual Business Meeting.

- Section 2 The Constitution or the Bylaws may be amended at an annual meeting by a two-thirds (2/3) majority of the votes cast.
- Section 3 Any at-large proposed amendment must be endorsed in writing by at least fifty (50) voting members validated by the Secretary. Any at-large proposed amendment shall be received by the Secretary in time to post a thirty (30) day written notice to the membership before the annual business meeting. Voting on at-large proposed amendments shall be conducted at the annual business meeting.
- Section 4 Voting members may vote on amendments by absentee ballot as provided in Article IX, Section 1D.
- Section 5 Voting by proxy shall not be permitted. Votes by absentee ballot are permitted on official absentee ballots provided by the Association.

Article XII RESOLUTIONS

Resolutions shall be supported in writing by ten (10) voting members. Copies of such resolutions shall be forwarded to the Secretary for submittal to the Executive Board.

Article XIII PROCEDURES NOT COVERED

In all procedures not covered by these Bylaws, the most current edition of Robert's Rules of Order shall prevail.

Article XIV SECTION AFFILIATIONS

- Section 1 Members of the Michigan Environmental Health Association, Inc. electing to affiliate with the National Environmental Health Association shall organize as an affiliated section within the organization of the Michigan Environmental Health Association, Inc. The annual dues required by the National Environmental Health Association for membership shall be the responsibility of each member. Expenses incurred by this affiliated section and approved by the Executive Board of the Michigan Environmental Health Association, Inc. shall be paid by the Treasurer of the Michigan Environmental Health Association, Inc. from the funds of the Association.
- Section 2 Members of the Michigan Environmental Health Association, Inc., electing to affiliate with the International Association for Food Protection shall organize as an

affiliated section within the organization of the Michigan Environmental Health Association, Inc. The annual membership dues required by the International Association for Food Protection shall be the responsibility of each member. Expenses incurred by the affiliated section and approved by the Executive Board shall be paid by the Treasurer of the Michigan Environmental Health Association, Inc., from the funds of the Association.

Section 3 The Michigan Environmental Health Association's annual educational conference agenda shall provide for affiliated section business meetings which are not in conflict.

Section 4 The President may serve as the official delegate to the National Environmental Health Association and the President-elect may serve as the official delegate to the International Association for Food Protection. Alternate delegates may be selected by the President subject to approval by the Executive Board. These delegate(s) and alternate(s) shall be members of the respective organization.

Section 5 The official delegate(s) to the National Environmental Health Association and the International Association for Food Protection conferences shall be responsible for submitting a written summary of the annual educational conference proceedings.

Article XV OFFICIAL EMBLEM AND PUBLICATION

Section 1 The official emblem of the Association shall be represented as follows:



Section 2 The official publication shall be distributed to the membership.

Article XVI DISSOLUTION

Section 1 The Association may be dissolved in accordance with the procedures specified in Article XI for amending the Constitution and Bylaws.

Section 2 In the event of dissolution, the assets of the Association, after all debts, obligations and liabilities have been paid and discharged, shall be donated to one or more tax exempt, non-profit organizations associated with public health which shall be determined by the Executive Board serving at the time of dissolution. Distribution

of assets shall be consistent with the requirements of the Non-Profit Corporation Act ~CL 450.2803 et sec.) and with the requirements of the U.S. Internal Revenue Code of 1954 relative to charitable and educational organizations, Section 501(c) (3) or subsequent laws and/or regulations which govern at the time of dissolution.

This constitution was adopted at the Annual Business Meeting held in Bay City, Michigan on March, 17, 2016 by vote of membership and witnessed by:

Signed: President

Signed: President Elect

Signed: Treasurer

Signed: Secretary

Signed: Director

Signed: Director

Signed: Director

Signed: Director

Signed: Director

Signed: Director