

VIRGINIA ENVIRONMENTAL HEALTH ASSOCIATION

BY-LAWS

ARTICLE I – Name of Organization

The name of this organization is the Virginia Environmental Health Association, Inc., a non-profit Virginia corporation, herein referred to as the Association.

ARTICLE II – Purposes

The corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, without limitation, the following specific purposes:

To provide a statewide association of Environmental Health professionals;

To provide an opportunity and stimulus for the professional growth of Environmental Health Professionals through educational programs and professional registration;

To promote high standards of qualifications and professional ethics for Environmental Health professionals’;

To strive for increased recognition of Environmental Health professionals as a professional group rendering service vital to the health and well-being of the public;

To encourage cooperation among governmental and non-governmental entities in activities directed towards the improvement of public health and the environment;

To promote through educational means, public awareness of environmental factors which affect the general well-being of the populace; and

To otherwise promote the objectives of the National Environmental Health Association.

ARTICLE III – Membership and Dues

A. The classes of membership in the Association shall be as follows:

1. ACTIVE: Any person, who is employed in the field of Environmental Health, has had and maintains an interest in Environmental Health, has retired from service in Environmental Health, and/or who is employed in a responsible position in an enterprise serving or directly related to Environmental Health.
2. STUDENT: Any full-time student working towards a degree in Environmental Health or a related field.

3. HONORARY: Any individual who the organization has recognized for distinguished achievement or service in the Environmental Health field. Members in this class shall not have voting rights and shall not be required to pay dues.

4. SUSTAINING: Any company, corporation or association of such firms with a general interest in and desire to contribute to the objectives of the association.

B. Payment of dues shall be as follows:

1. Membership dues shall be paid annually.

2. Dues notices shall be electronically mailed to the individual Association members annually.

3. Dues for all classes of membership shall be adopted by majority vote of the Board of Directors. Any change in dues structure shall be announced in the Virginia Environmental Health Association Bulletin or by mail.

ARTICLE IV – Duties of Officers & Delegates

A. The Officers of the Association shall be President, Vice-President for Programs, Vice-President for Professional Advancement, Vice-President for Member Services, Secretary and Treasurer. In addition to the Officers there will be eight Delegate positions within the Association. Two Delegate at Large positions, which will be elected in conjunction with the Officers, and six Area Delegate positions representing different geographic areas. With the exception of the Secretary and Treasurer, who will be appointed by the Board and serve at the pleasure of the Board, the Officers and the two Delegate at Large positions shall be elected in even numbered years. The Area Delegates shall be elected in odd numbered years. All Officers and Delegates, with the exception of the Secretary and Treasurer shall be elected in accordance with the provisions of Article VII of these by-laws.

B. The duties of the officers and delegates shall be as follows:

1. The President shall be the Chief Executive Officer of the Association and shall represent the Association as a member of the Affiliate President's Council of the National Environmental Health Association (hereafter known as *NEHA*), provided that their NEHA membership is in good standing. In cases where the President shall not be eligible to serve on the Affiliate President's Council of NEHA, an active affiliate member shall be appointed to serve in such a capacity. The appointment shall be made by the President and confirmed by a 2/3-majority vote of the Board of Directors. The President shall be responsible for the following duties:

1. Presides over the Annual Meeting and business meetings of the Board of Directors, hereinafter referred to as Board meetings.

2. Selects date and location for Board meetings and distributes meeting agendas electronically at least three (3) days before the meetings.

3. Electronically notifies officers, delegates, appointees, and committee chairmen of Board meetings at least 10 days prior to meetings.
4. With the approval of the Board of Directors, the President or their designee represents the Association at the NEHA Annual Education Conference. Submits a written report to the Board of Directors highlighting NEHA's General Assembly and Congress of Delegates meetings. Submits a conference summary to the Vice-president for Member Services for publication in the Bulletin.
5. Coordinates the work of all Association committees and officers. Serves as an ex-officio member of all committees.
6. Serves as the official public representative of the Association or appoints a regular member in good standing to represent the Association in place of the President.
7. Serves as the chief executive officer of and, in informal consultation with the Board of Directors, the President or their designee makes decisions on behalf of the Association that are too time sensitive to wait for a specially called Board meeting.
8. Chairs Steering Committee.
9. Provides annual report to the membership concerning the IRS tax filings.

2. The Vice President for Programs shall be responsible for the following duties:

1. Coordinates the Association's Annual and Mid-Year Educational Workshops, including meeting registration and professional programs.
2. Coordinates any other conference or educational program the Association initiates or develops.

3. The Vice-President for Professional Advancement shall be responsible for the following duties:

1. Oversees the following areas of responsibility: Professional Advancement, Legislative Affairs, Professional Registration, and Awards.

4. The Vice-President for Member Services shall be responsible for the following duties:

1. Manages the VEHA Bulletin, Membership, Budget/Finance and the Board appointed positions of Secretary and Treasurer.
2. In the absence of the President, the Vice President shall perform the duties of the President.
3. Certifies to the Board of Directors that the Treasurer met the appropriate annual IRS filing deadlines and properly submitted the annual income and expenditure report as required.

4. Files an annual report with the State Corporation Commission (SCC) and certifies that submission to the Board of Directors.

5. The Secretary shall be the official custodian of all documents, correspondence and records of the Association. The Secretary shall be responsible for the following duties:

1. Maintains a current roster of the membership.
2. Documents and maintains all VEHA Board Meeting minutes. A draft of the meeting minutes will be available for review within 10 days of each board meeting.
3. Performs other duties as assigned by the Vice President for Member Services.

6. The Treasurer shall have custody of all funds of the Association, which shall be deposited in one or more depositories designated by the Board of Directors. The Treasurer shall be responsible for the following duties:

1. Maintains an audit trail of all disbursements approved by the Board.
2. Signs, or designates others to sign, all checks drawn on the Association's account.
3. Submits written financial statements as required by the Board of Directors.
4. Files the Association's required federal tax return annually. Documentation of satisfactory filing shall be provided to the Vice President for Member Services.
5. Provides an annual income and expenditure report to the Vice President for Member Services.
6. Performs other duties as assigned by the Vice President for Member Services.

7. There shall be six (6) Delegates, representing six geographic areas of the Commonwealth (as delineated on the map attached), and there shall be two (2) additional Delegates who shall be elected at-large. Delegates representing geographic areas shall reside in or be employed in those areas. Delegates shall be responsible for the following duties:

1. Provides an annual report to the board summarizing their region's Environmental Health challenges and successes. The report shall coincide with the Annual Fall Membership Meeting.
2. Assists the Vice President for Programs with logistical requirements of the Educational Sessions when the sessions are located within the Delegate's associated geographic area.
3. Performs other duties as assigned by the Board.

C. Removal of Elected Officers or Delegates:

Should any Officer or Delegate fail to meet the obligations as an Officer or Delegate of the Association or perform in any manner so as to discredit the purpose of the objectives of the Association, the Officer or Delegate may, by a 2/3 majority vote of the Board of Directors, be removed from office.

E. Filling of Vacancies:

Should a vacancy be created, of an elected official or Delegate within the Board of Directors, such vacancy shall be filled by majority vote of the Board of Directors. The person appointed shall serve until the next election.

ARTICLE V – Board of Directors

A. The Board of Directors shall consist of all elected officers of the Association, the immediate Past President of the Association and eight elected delegates. The President and Secretary of the Association shall serve as the Chair and Secretary of the Board of Directors, respectively.

B. The Board of Directors shall conduct the business of the Association between annual meetings and in addition thereto shall have such other applicable powers, duties, and privileges as prescribed in the by-laws of the National Environmental Health Association. Business of the Association may be conducted by a majority of the Board of Directors present when notice of said meeting has been sent to all board members.

ARTICLE VI – Annual Meetings and Voting Privileges

A. An Annual Meeting shall be held at a time and place fixed by the Board of Directors. The annual Meeting shall consist of a business meeting and an educational conference. Notice of the Annual Meeting shall be sent to the membership with the Annual Election Ballot. Other meetings of the Association may be held at such times and places fixed by the Board.

B. Meetings of the Board shall be called, when necessary, by the President or at the request of a majority of the members of the Board.

C. A quorum to conduct the business of the Association at the Annual Meeting shall consist of at least 1/10 of the members, including at least one officer. A quorum to conduct business at any called meeting of the Board shall be a simple majority.

D. All active, associate and student members in good standing and in attendance shall be entitled to vote on matters brought to a vote at the Annual Meeting.

ARTICLE VII – Balloting, Nominations & Elections

A. The election of officers and delegates shall be by ballot. Delegates representing geographic areas shall be elected by the members residing in or employed in that geographic area. When a member resides in one geographic area, and is employed in a different area, the delegate must choose one geographic area for representation.

B. The Nominating committee shall submit to the Board a slate of nominees for elected officers and Delegates for consideration by the Board at least 60 days prior to the Annual Meeting. A ballot shall be mailed to each voting member at least 30 days prior to the Annual Meeting. The ballot shall be returned to the Nominating committee at least 15 days prior to the Annual Meeting. The Nominating committee shall certify the balloting to the President at least 10 days prior to the Annual Meeting.

C. The President, shall be elected for a two-year term and shall not be eligible for a successive term in office. The three Vice-Presidents shall be elected for two-year terms and shall not succeed themselves in the position in which they currently serve. The Delegates shall be elected for two-year terms and shall not succeed themselves in office more than once.

D. All candidates for President shall have served as active members of the Board for at least 6 months prior to their nominations.

ARTICLE VIII – Committees

A. The following Standing Committees shall be appointed by the President with the concurrence of the Board of Directors:

1. Nominations
2. Membership
3. Program & Education
4. Steering
5. Awards
6. VEHA Bulletin
7. Professional Advancement
8. Legislative Affairs
9. Professional Registration
10. Budget & Finance

B. Such other committees as may be needed to implement the goals and objectives of the Association may be appointed by the President.

C. It shall be the duty of the Chair of all committees to fulfill their charge and submit their reports in writing to the President. The Vice-Presidents overseeing specific committees shall be an ex-officio member.

D. The past President shall be the Chair of the Nominations Committee.

E. The duties of all committees shall be determined by the Board of Directors and made a matter of record in the documents of the Association.

ARTICLE IX – Amendments to the By-Laws

A. Amendments to the by-laws may be proposed by a majority vote of the Board of Directors or by one-quarter of the voting membership.

B. The Board of Directors shall submit proposed amendments to the by-laws to a vote of the membership by special ballots mailed to each voting member or, if the proposed amendment comes to a vote within 60 days of the Annual Business meeting, the ballot may be included with the ballots for the election of officers. Amendments shall become effective upon a majority vote of all members casting a ballot.

ARTICLE X – Conflicts of Interest Policy

A. Purpose

The purpose of the conflicts of interest policy is to protect the Association’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Associations.

B. Definitions

1. “Interested person” means any director, principal officer, or member of a committee to which the Board of Directors has delegated powers, who has a direct or indirect financial interest.
2. A person has a “financial interest” if he or she has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
 - b. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or the appropriate committee decides that a conflict of interest exists pursuant to this Article.

3. “Compensation” means direct and indirect remuneration as well as gifts or favors that are not insubstantial.

C. Procedures

1. Duty to disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees having powers delegated by the Board of Directors considering the proposed transaction or arrangement.

2. Determining whether a conflict of interest exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

3. Procedures for addressing the conflict of interest

a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of Directors or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the conflicts of interest policy

a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings

The minutes of the Board of Directors and all committees having powers delegated by the Board of Directors shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

E. Compensation

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements

Each director, principal officer and member of a committee having powers delegated by the Board of Directors shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

H. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI – Procedure Not Covered

In all matters of procedure not covered by these by-laws, the provisions set forth in Robert’s Rules of Order, Revised shall be followed.

Originally Adopted – 04/29/82

Revisions Adopted – 03/04/93, 04/16/93, 06/18/93, 12/15/95, 02/15/02, and 05/25/13