



**National Environmental
Health Association
BYLAWS**

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Article I: Name & Purpose

Section 1.1. Name

The National Environmental Health Association, Incorporated (the “**Association**” or “**NEHA**”) is a non-profit professional association incorporated under the laws of the State of California.

Section 1.2 Purpose

The purpose of the National Environmental Health Association is to build, sustain, and empower an effective environmental health workforce to protect communities and promote healthy environments. NEHA supports professionals in the environmental health field through the advancement of science and best practices, the dissemination of knowledge, and the development of leadership in the profession.

To fulfill this mission, the Association shall:

- Provide professional credentialing programs that reflect the highest standards of environmental health practice and testing.
- Deliver education and training through workshops, conferences, webinars, and instructional materials developed by environmental health experts.
- Publish peer-reviewed and scientifically grounded content, including the ‘Journal of Environmental Health.’
- Serve as a thought leader and advocate for the profession, ensuring a credible and influential voice in policy and practice.
- Support an engaged, informed professional community through networking, collaboration, and the online NEHA Community.
- Promote excellence, integrity, and professional competence in environmental health practice.

The Association may engage in all lawful activities expected of a professional organization. However, it shall not act as a collective bargaining agent, nor shall any officer, employee, or member issue or authorize commercial endorsements or co-branding agreements in the Association's name without prior approval by the Board of Directors.

Article II: Membership

Section 2.1 Classes of Membership

There shall be two (2) classes of membership with voting privileges, designated as Professional and Life (“**Voting Members**”); and four (4) classes of non-voting membership designated as Retired, Emerging Professional, Student, and International. A Member in “**Good Standing**” is a Member who has paid when due Financial Obligations to the Association.

Section 2.2 Elective Office

The right to hold elective office shall be open to Voting Members only.

Section 2.3 Eligibility for Membership

Membership shall be available to persons that meet the criteria set forth for the following membership categories, as updated and published by the Board from time to time. The Board may establish additional categories of Voting Member and other members in its discretion. Each member will be affiliated with a NEHA Region as determined by the Board from time to time.

Section 2.4 Professional Membership

Professional Memberships are available to individuals active in the field of environmental health who are employed in the government, uniformed services, academic, or industry sectors.

Section 2.5 Life Membership

Life Membership without dues shall be awarded to all Past-Presidents of the Association.

Section 2.6 Retired Membership

Retired Memberships are available to individuals retired after working in the field of environmental health.

Section 2.7 Emerging Professional Membership

Emerging Professional Memberships are available to individuals or active-duty military within the first five years of working in an environmental health career (limited to five renewals).

Section 2.8 Student Membership

Student Memberships are available to individuals currently enrolled in a recognized or accredited college or university and not employed full-time in the environmental health profession.

Section 2.9 International Membership

International Memberships are available to environmental health professionals who reside outside of the U.S. and its territories.

Article III: Member Meetings

Section 3.1 Annual Meeting

The annual meeting (“**Annual Meeting**”) of the Association’s Voting Members may be held each year as the “Town Hall” held in conjunction with the NEHA Annual Educational Conference (the “**AEC**” or the “**Conference**”).

Section 3.2 Special Meetings

The President may call special meetings of the membership (each a “**Special Meeting**”). Upon request of a simple majority (50% +1) of the Board or fifty (50) Voting Members in writing, the President shall

call a Special Meeting. Written notice of the date, time and place and subject matter of each Special Meeting shall be given to each Voting Member at least ten (10) days prior to said Special Meeting; provided, however, that if a Special Meeting is called upon written request of the Voting Members, such written notice shall be given within thirty (30) days of the Association's receipt of the Voting Members' request at the Association's office.

Section 3.3 Notice

Notice of each Special Meeting and each Annual Meeting shall be in accordance with the requirements set forth under state law, including whenever possible notice by email or other electronic means. Notice may be given by publication in the Association's regular newsletter sent to all Members. The Chief Executive Officer (CEO) will give not fewer than ten (10) days' nor more than sixty (60) days' prior notice to all Members entitled to vote, stating the time, place, and purpose of any meeting in compliance with these Bylaws and state law. Members not entitled to vote may receive a copy of any notice of any meeting of the Voting Members as the Board determines appropriate. A Member's attendance in person or by proxy at a meeting shall constitute a waiver of notice of such a meeting unless at the beginning of the meeting the Member objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice. A Member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

Section 3.4 Record Date

The record date for establishing which Voting Members are entitled to notice and to vote will be three (3) days prior to the date that notice of the meeting is given unless the Board sets a specific record date for a given meeting.

Section 3.5 Voting

The Board may establish procedures for the use of proxies and ballots. Except as otherwise provided in these Bylaws or required by law, any vote of the Members shall be decided by a simple majority (50% +1) of valid ballots cast. The Board may institute a greater voting approval requirement for specific voting items at its discretion. The Board may select an independent agent to institute valid election procedures, count all votes cast and report the result of such voting.

Section 3.6 Voting Groups

The Board will establish from time-to-time U.S. areas (each a "**Region**") in which the Voting Members are located. Members in each Region constitute a Voting Group solely for the purpose of election of the Regional Vice-President for their Region.

Section 3.7 Quorum

At a Member meeting, ten percent (10%) of all votes entitled to be cast shall constitute a quorum. Proxy votes, if authorized by the Board, are included in the quorum total. A smaller number may, for lack of a quorum, adjourn the meeting to a future time.

Section 3.8 Action by Written or Electronic Ballot

Any action that may be taken at a properly called and noticed Annual Meeting or Special Meeting may be taken by a written or electronic ballot of the Voting Members entitled to vote in lieu of a meeting in compliance with state law. The fact that a matter is submitted for approval by written ballot shall not preclude the Association from calling a meeting to coincide with the final date established for the return of written ballots. The Board shall establish the procedures for conducting a vote by written ballot, provided the procedures comply with these Bylaws and state law, including, but not limited to, the use of electronic voting. Any action by written ballot shall: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot shall require that the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and that the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of Directors; (c) specify the time by which a ballot must be delivered to the Association in order to be counted, which time shall not be fewer than fifteen (15) days after the date that the Association sends the ballot to the Members; and (d) be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.

Article IV: Board of Directors

Section 4.1 Board Makeup

Directors of the Association are the Regional Vice-Presidents and the elected Officers. The elected Officers are the President, President-Elect, First Vice-President, Second Vice-President, and Past-President. The CEO serves as a non-voting ex-officio member of the Board.

Section 4.2 Eligibility to Serve

Directors shall be people who have been Voting Members of the Association in Good Standing for at least three (3) consecutive years and shall maintain this status throughout their terms in office. Candidates must be qualified by February 15th prior to the annual general election period of March 1 – 31.

An Affiliate officer or other voting Affiliate board member cannot serve as a member of the NEHA Board. Should an Affiliate officer or other voting Affiliate board member be elected to the Board, he or she must resign their Affiliate position before assuming their new NEHA position. Conversely, if a NEHA Director is elected as an Affiliate officer or other voting Affiliate board member, that Director must resign from the NEHA Board before assuming the position as an Affiliate officer or other voting Affiliate board member.

Section 4.3 Term

No Regional Vice-President shall serve more than two (2) consecutive three (3)-year terms until the expiration of three (3) years following such service. If a Regional Vice-President fills a partial term due, that partial term shall not count as a term for the purposes of the foregoing two term limitation. Officers serve as Directors for the duration of their term as an Officer.

Article V: Board Meetings

Section 5.1 Annual Meetings

The Board's annual meeting may occur in conjunction with the Annual Educational Conference ("AEC") at a time and place to be fixed by the Board.

Section 5.2 Regular Meetings

There shall be at least two (2) regular meetings of the Board each year with one (1) being at the AEC and the others at such time and place as the President determines.

Section 5.3 Special Meetings

Special meetings may be called or authorized at the discretion of the President, or a simple majority (50% +1) of the Directors.

Section 5.4 Notice and Meeting Agenda

The agenda for each Board meeting shall be sent to all Board members, along with notification of each meeting, at least fourteen (14) calendar days prior to the meeting date.

Section 5.5 Quorum & Voting

The presence of the simple majority (50% +1) of all Board members shall constitute a quorum, and no business shall be conducted in the absence of a quorum. Directors may not be represented by proxy.

Section 5.6 Virtual Meetings

Board Members may participate in any meeting by means of a conference telephone, video conference, or similar communications equipment. All people participating in the meeting must be able to hear each other at the same time. Participation by such means will constitute presence in person at the meeting for quorum purposes so long as (a) each member participating in the meeting can communicate with all of the other members concurrently, (b) each Board Member is provided the means of participating in all matters before the Board and (c) the Board has the means to verify that each person participating in the meeting is a Board Member (or other person entitled to participate) and all actions or votes are taken or cast only by Board Members.

Article VI: Board Powers

Section 6.1 Powers

The Board shall have the following powers in addition to all powers and rights provided by law to nonprofit corporations in the State of California:

- Develop diverse and reliable revenue streams.
- Approve the annual budget of the Association.
- Direct the investment of NEHA's liquid assets.
- Develop and implement strategic directions for the Association.
- Possess and exercise powers in the management and direction of the business and professional activities of the Association in all cases in which specific policies of the Association have not been established.
- Employ a CEO and other needed employees, establish an Association office or offices, prescribe the duties of the CEO, and authorize a general budget for the operation of the Association office.
- Establish and update the '**Board Governance and Ethics Policies**' (including the 'Code of Ethics,' 'Code of Conduct,' 'Conflict of Interest,' and 'Fiduciary Responsibility') for Directors. The Board shall oversee compliance with these policies and investigate, or cause to be investigated, any alleged violations as appropriate, in accordance with Article XI: Discipline.
- Investigate, or cause to be investigated, any alleged misconduct by a NEHA employee.
- Determine the conditions and carry through the arrangements whereby another organization, or the members thereof, may become a part of the Association.
- Develop and present position papers on behalf of the Association.
- Generally, oversee and, when necessary, act upon the important affairs of the Association.

Article VII: Officers

Section 7.1 President

The President is responsible in conjunction with the Board to provide direction, organization, and evaluation of the Association. The President presides over the Board and supervises the CEO. The President shall appoint committees, task forces and other groups, as necessary.

Section 7.2 President-Elect

The President-Elect assists the President and acts for the President in the President's absence. The President-Elect is elevated to the office of President at the Annual Meeting at which the President's term expires.

Section 7.3 First Vice-President

The First Vice-President is responsible for assigned committees, including review of effectiveness and recommendations concerning future directions of the organization.

Section 7.4 Second Vice-President

The Second Vice-President is responsible to review the effectiveness and make recommendations concerning the Association's future aspects.

Section 7.5 Past-President

The primary function of this position is to provide input to the Board and support the President for continuity of management of the Association. The Past-President Chairs the Governance & Nominations Committee. The Past-President shall be the parliamentarian at all Board meetings. If the Past-President is unable to perform this function, then the President shall appoint a parliamentarian.

Section 7.6 Chief Executive Officer

The CEO shall manage the Association office or offices and its staff subject to the direction of the Board and approved policies. The CEO shall serve at the pleasure of the Board within the provisions set forth in the Articles of Incorporation, Bylaws, and Board Operations Manual. The CEO shall serve as the Administrator, CEO, and Secretary of the Association. The CEO shall serve as a non-voting member of the Board. The CEO or his/her appointed representative shall be a non-voting ex-officio member of all committees.

Article VIII: Board of Directors Elections

Section 8.1 Governance and Nominations Committee

Elective Officers shall be nominated by the Governance and Nominations Committee, which shall consist of five (5) members of the Association, one (1) of whom shall be the Past-President, who shall serve as Chair and who will recommend, subject to the President's approval, the remaining members. One member should be a current Regional Vice-President, and one should be a prior Association Officer.

Section 8.2 Succession

The established succession for national Officers shall be from Second Vice-President to First Vice-President to President-Elect to President to Past-President. The office of President shall automatically be filled by the President-Elect of the previous year, provided that he or she remains a Voting Member in Good Standing and is willing to serve. The Governance and Nominations Committee shall automatically, and without any specific action required, nominate the national Officers to be promoted in this succession, provided that each remains a Voting Member in Good Standing and is willing to serve. In the event that any national Officer has not demonstrated a commitment to serve actively and constructively as a Board Member as determined by a majority vote of the Board by secret ballot at a Board meeting preceding the opening of nominations, the Governance and Nominations Committee will solicit additional applications for nomination for such office(s) in the same manner that it solicits

candidates for Second Vice-President. No additional applications for nomination as First Vice-President and/or President-Elect will be accepted absent a vote by the Board-as described above.

Section 8.3 Solicitation for Second Vice-President

The Governance and Nominations Committee shall solicit applications from Voting Members interested in serving as Second Vice-President. These applications for nomination must be received by the NEHA office not less than ninety (90) days nor more than two-hundred and seventy (270) days prior to the election. Applications for nomination as Second Vice-President shall include the candidate's application form and resume. Application forms shall be endorsed by at least five (5) Voting Members residing in at least three (3) different NEHA Regions. The Governance and Nominations Committee shall make every reasonable effort to provide a minimum of two (2) nominations for the office of Second Vice-President.

Section 8.4 Solicitation for Regional Vice-Presidents

The Governance and Nominations Committee shall solicit applications from Voting Members interested in serving as a Regional Vice-President in those regions where the Regional Vice-President's term expires in the coming year. These applications for nomination must be received by the NEHA office not less than ninety (90) days nor more than two-hundred and seventy (270) days prior to the election. Applications for nomination as a Regional Vice-President shall include the candidate's application form and resume. Application forms shall be endorsed by at least five (5) Voting Members residing in the region the applicant would represent. The Governance and Nominations Committee shall make every reasonable effort to provide a minimum of two (2) nominations for each Regional Vice-President position with an expiring term.

Section 8.5 Elections

The Voting Members shall annually elect, by a plurality of the secret ballots cast, a Second Vice-President. When a Regional Vice-President's term is expiring, the Voting Members in that Region shall elect a Regional Vice-President. Voting for the election of Regional Vice-Presidents shall be restricted to the Voting Members in the said Region affected and shall be by secret ballot. If an election for First Vice-President and/or President-Elect is necessary, the Voting Members shall elect a First Vice-President and/or President-Elect by a plurality of the secret ballots cast. Cumulative voting is not allowed in elections.

Section 8.6 Vacancy

- If a vacancy occurs in the office of President during the year, the President-Elect shall also become acting President and shall perform the duties of both positions for the rest of the unexpired term. At the expiration of that term, all Officers shall advance through election as though there had been no vacancy.
- If a vacancy occurs in the office of the President-Elect or First Vice-President during the year, the Officer(s) filling the next lower office(s) shall advance one step, leaving the office of Second Vice-President temporarily vacant until the Board can appoint a qualified member to serve the remainder of the unexpired term.

- If every reasonable and exhaustive effort has been attempted and is not able to produce a nominee for the position of Second Vice-President, the Board of Directors shall appoint an Association Member in Good Standing to serve the one-year term. If the Board has appointed a member as Second Vice-President due to a vacancy or lack of qualified candidates, at the time of the next regular election, the Governance and Nominations Committee will then solicit candidates for First Vice-President in the same way that it normally solicits candidates for Second Vice-President.
- If a vacancy occurs in the office of Second Vice-President, the Board shall appoint the candidate with the next highest number of votes to serve for the remainder of the unexpired term. If there were no other candidates for Second Vice-President, the Board shall appoint a qualified member to serve for the remainder of the unexpired term.
- If a Regional Vice-President moves from his/her region, or is otherwise unable to fulfill their term, the Board shall appoint a replacement to serve the remainder of their term. Voting Members from the region in which the vacancy exists will be requested to submit candidates for the vacancy for consideration by the Board, as specified in Section 5 of this Article.

Section 8.7 Regional Vice-President Nominees

If every reasonable and exhaustive effort has been attempted and is not able to produce a nominee for the position of Regional Vice-President, the Board of Directors shall appoint an Association Member in Good Standing in that region to serve the regular term.

Article IX: Committees

Section 9.1 Appointment

The President shall appoint the Chair and shall approve members of all standing committees and shall appoint all ad hoc committees and working groups as the need occurs. Ad Hoc Committees and task forces shall perform special projects as directed by the President or the Board and shall advise the President in day-to-day management decisions for which they have been empowered.

Section 9.2 Standing Committees

There shall be the following standing committees:

- **Executive Committee**
 - Officers of the Board
 - One (1) Regional Vice-President [elected by all Regional Vice-Presidents]
 - Chief Executive Officer (ex officio)
- **Governance & Nominations Committee**
 - Past-President [Chair]
 - One (1) Officer [who is not President]
 - One (1) Regional Vice-President
 - One (1) additional Voting Member [Board Member or long-tenured NEHA Voting Member]
 - Chief Executive Officer (ex officio)

- **Finance Committee**
 - President-Elect [Chair]
 - Five (5) Board Members
 - One (1) Non-Board Member
 - Finance Director (ex officio)
 - Chief Executive Officer (ex officio)

Article X: Finances

Section 10.1 Annual Report

The Finance Committee Chair shall provide a report on the Association's finances to the Board as directed by the President. A yearly Financial Report shall be presented by the Finance Committee Chair at the Annual Meeting of the Council.

Section 10.2 Budget and Dues

The operating expenses of the Association shall be met by membership dues and fees and from any other revenue source approved by the Board. Annual dues for the various classes of membership shall be established annually by a simple majority (50% +1) of the Board.

Section 10.3 Records and Audit

The financial records of all funds received, managed, and expended shall be audited annually by Certified Public Accountants approved by the Board.

Article XI: Discipline

Section 11.1 General

Any Director or Officer who violates the Association's 'Code of Conduct,' 'Code of Ethics,' 'Conflict of Interest,' or 'Fiduciary Responsibility' (collectively, the "**Board Governance and Ethics Policies**") may be reprimanded, suspended or expelled from the Association by Board action upon the recommendation of the Executive Committee. The Board shall be the sole judge of what constitutes a violation of the Board Governance and Ethics Policies.

Section 11.2 Board Action

Violations by Directors or Officers are investigated under Board Governance procedures. The Board may take appropriate corrective or disciplinary action based on findings.

Any Director or Officer found in violation of the Board Governance and Ethics Policies may face disciplinary action, including censure, suspension, or removal from office.

- The Board shall conduct an internal review or appoint an independent party to investigate.
- The individual in question shall have an opportunity to present their case.
- Disciplinary actions shall be decided by a majority vote of the Board, with the accused individuals recusing themselves from deliberations.

Directors or Officers subject to disciplinary action may submit a written appeal to the Board within ten (10) days of receiving a final decision. The Board's ruling on an appeal shall be final and binding.

Article XII: Indemnification

Section 12.1 Indemnification of Officers, Directors, Employees, Agents

The Association shall defend and indemnify any Director, Officer, employee, volunteer, or independent contractor with a signed contract with the Association (“contracted independent contractor”) against: (i) claims, demands, liabilities, a threatened or pending action, suit, or proceeding seeking monetary damages (other than actions, demands or claims by or in the right of the Association), (ii) a formal administrative or regulatory proceeding commenced by a complaint, investigative order or other similar document, or (iii) a criminal proceeding commenced by the return of an indictment or civil, administrative, regulatory investigation once such Director, Officer, employee, volunteer, or contracted independent contractor is identified in writing as an investigative target by the investigating authority (collectively, the “Claims”), where such Claims arise out of and are directly related to the person’s actions or omissions as a Director, Officer, employee, or contracted independent contractor of the Association. Such persons shall be provided a defense and indemnity against expenses including attorneys’ fees, judgments, and amounts paid in settlement, expressly conditioned on such settlement being entered into with the consent of the Association, with all such expenses limited to such amounts actually and reasonably incurred by the person in connection with the action, suit, or proceeding, including advance expenses incurred therewith that have been approved in advance by the Association. The Association’s defense and indemnity obligations as set forth in this paragraph are conditioned on the person having acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to the defense of any criminal action or proceeding, if the person had no reasonable cause to believe that the conduct was unlawful, all as judged in the sole and exclusive discretion of the Association. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The defense and indemnification provided herein continues as to a person who ceases to be a Director, Officer, employee, or contracted independent contractor and shall inure to the benefit of the heirs, executors, and administrators of the person.

Article XIII: Amendments

Section 13.1 Amendments

Amendments to the Bylaws may be proposed by the Board, CEO, or the Governance and Nominations Committee. Proposed amendments along with recommendations of the Governance and Nominations Committee shall be presented to the Board, which shall determine by quorum whether the proposed amendment or amendments shall be adopted. Any proposed amendment shall become part of the Bylaws when it has received the approval of a simple majority (50% + 1) of the Board.