

BYLAWS
OF
NORTH CAROLINA ASSOCIATION OF LOCAL
HEALTH DIRECTORS
(NCALHD)

ARTICLE I. NAME AND OBJECTIVES

Section 1:

This nonprofit corporation shall be known as the North Carolina Association of Local Health Directors (“Association”).

Section 2:

The mission of this Association shall be: “To promote health, prevent disease, and protect the environment in order to ensure the public’s health in North Carolina through leadership, vision, advocacy, and commitment to the principles of public health practice in our local communities and throughout the state.”

The objectives of the Association are to:

- 1. Strengthen the capacity of local public health and implement the principles of public health practice;**
- 2. Promote improvements in laws and regulations to support the mission;**
- 3. Seek public and private resources necessary to accomplish the mission and to assure an equitable allocation of resources to address community health needs in North Carolina communities;**
- 4. Provide leadership and advocacy in support of public health issues;**
- 5. Represent local public health on a statewide basis and build coalitions with other related statewide organizations and associations; and**
- 6. Foster innovation in local health departments through the exchange of ideas and consultation among local directors.**

ARTICLE II. MEMBERSHIP

Section 1:

Any duly appointed local health director, director of a consolidated human services agency that includes public health or an appointee by the director of a consolidated human services agency that includes public health who meets the statutory minimum education and experience qualifications for a local health director may become an active member of the Association upon payment of dues established by the Association with the annual budget.

Section 2:

Subject to the North Carolina Division of Public Health’s process of notification, an interim local health director or interim director of a consolidated human services agency that includes public health or an appointee by the interim director of a consolidated human services agency that includes public health who meets the statutory minimum education and experience qualifications for a local

health director whenever the position of local health director or local human services director is vacant, may become an active member of the Association during the time they are appointed as interim; provided that the Secretary-Treasurer is presented with a written statement from the chairman of the local board of health, the local board of county commissioners, or the local board of the consolidated human service agency stating that this person is appointed as interim health director or interim director of a consolidated human services agency that includes public health or is the appointee of the interim director of a consolidated human services agency that includes public health.

ARTICLE III. OFFICERS AND ELECTIONS

Section 1:

The officers of the Association shall be the President, the President-Elect, the Vice-President, the Secretary-Treasurer, and the Past President.

Section 2:

The officers of the Association shall be elected at the November Association meeting except that the President-Elect shall automatically become President upon the completion of each President's one-year term and the President shall assume the office of Past President at the conclusion of his/her term as President. The officers shall hold office for a period of one (1) year (concurrent with the calendar year) or until their successors are elected and seated. No person shall be eligible to hold any office unless at the time of election they are an active member of the Association and serving as the local human services director or the local health director of a local health department. Active members who are serving due to the interim appointment are not eligible to hold office or serve on the Board. Should any officer cease to be a local health or human service director, the office they hold shall immediately become vacant. No officer of the Association shall be allowed to succeed themselves in the same office for more than two consecutive terms. Should the November meeting become a Board meeting due to lack of attendance of 30% of the membership, the election will be held at the next meeting deemed to be a full Association meeting. (See Article VI Section 1.)

Section 3:

Nominations for elective offices shall be made by the Nomination and Bylaws Committee designated at the September meeting with the election being held during the November Association meeting and composed of five Association members. The immediate Past President, or in their inability to serve, the preceding Past-President, shall serve as Chairman and shall select four additional committee members. Prior to filing the nominations with the Secretary Treasurer, the Nomination and Bylaws Committee shall explain the duties of office to each nominee and obtain their consent to serve, if elected. The names of persons duly nominated by the Nomination and Bylaws Committee shall be filed with the Secretary Treasurer at least by or before the October Association meeting. The membership shall receive prior notification of meetings of the Nomination and Bylaws Committee and said meetings are open to all members. Nominations may also be made by petition of at least nine (9) active members of the Association, which petition shall be filed with the Secretary-Treasurer by or before the October Association meeting. Motion of the names of all persons nominated and on file with the Secretary-Treasurer shall be mailed or e-mailed to all active members of the Association at least fifteen (15) days prior to the date of the association meeting. Those nominees receiving the largest number of votes at the November Association meeting shall be deemed elected to office. This process does not apply to the Board members elected from each of the ten Regions cited in Article V Section 3.)

Section 4:

Vacancies for any cause shall be filled for the unexpired term by a majority vote of the Board.

ARTICLE IV. DUTIES OF OFFICERS AND REGIONAL REPRESENTATIVES

Section 1:

The President shall preside at the annual meeting of members of the Association and at all other meetings of members of the Association and at all meetings of the Board. The President may arrange for presiding officers for any other meetings. The President shall appoint all Board committees unless otherwise provided for in these Bylaws and shall perform such other duties as are usually incumbent upon that office or as may be directed by resolution of the Board or of the Association membership. In case of absence or disability of the President, the President-Elect, the Vice-President, or the Secretary-Treasurer in the order named shall exercise the duties of the presidential office. The Immediate Past-President, or the President-Elect, or the Vice President, or someone designated by the President (in this specific order) will serve as Parliamentarian at all Association meetings.

Section 2:

The Secretary-Treasurer shall keep the minutes of meetings of members of the Association, receive and disburse all monies, keep an accurate account of all financial transactions of the Association, and submit at each Annual Meeting of the members of the Association a report of all receipts and disbursements during the preceding year. The Secretary-Treasurer may delegate the receipt and disbursement of monies to the Association Executive Director. The Secretary-Treasurer shall also keep the minutes of all meetings of the Board and perform such duties as are usually incumbent upon that office and such other duties as the members of the Association or the Board may by resolution direct. The Secretary-Treasurer is responsible for e-mailing notification to elect the regional representatives to the Health Directors in the assigned region by the September full Association meeting. This duty may be delegated to the Association Executive Director.

Section 3:

The regional representatives shall co-ordinate regular opportunities for communication among the local health directors in the respective region they represent in order to give input to the Board, to share ideas and foster innovation and collaboration. Regional representatives shall serve no more than two consecutive two-year terms (Odd numbered regions [1,3,5,7 & 9] will elect regional representatives in odd numbered years to begin their terms in the following year, and even numbered regions [2,4,6,8 & 10] will elect regional representatives in even numbered years to begin their terms in the following year.)

ARTICLE V. BOARD OF DIRECTORS; STANDING AND SPECIAL COMMITTEES AND THEIR DUTIES

Section 1:

The corporate powers of the Association shall be exercised by or under the authority of, and the affairs of the Association shall be managed under the direction of, the Board of Directors of the Association (the "Board").

A. The Board shall be composed of the President, the Vice-President, the President-Elect, the Secretary-Treasurer, the Past-President, the committee chairs, and ten (10) active members nominated and elected as follows: one from each of the ten regional areas of the state (see attached listing of regions and counties) shall be nominated and elected by the local health directors of that region. Regional representatives assume their duties as Board members at the end of the last meeting of the calendar year. Board members cannot serve more than two consecutive terms in the same office.

B. Subject to these Bylaws and to such action as may be taken from time to time by the members of the Association at any annual or special meeting, the Board shall have general control and supervision over the Association and shall be empowered to authorize action on behalf of the Association on matters which may arise during the interval between meetings of the members of the Association. The annual meeting of the Board of Directors shall be held on the same date and at the same place as the annual meeting of the members of the Association. The annual meeting of the members of the Association shall convene immediately following the adjournment of the annual meeting of the Board. Notice of the annual Board meeting, the preliminary Board agenda and the minutes of the previous annual Board meeting shall be mailed or made available electronically to the membership no less than three (3) days prior to the annual Board meeting date. Special meetings of the Board may be called by the President or any

other three (3) Board members. A simple majority of Board members constitutes a quorum. Active participation of Board members is vital to the Association; and any Board member who misses three (3) consecutive meetings without prior notification to the President will be removed from the Board and replaced by another local health director appointed by the President with the approval of the Board.

C. A Board committee on Nomination and Bylaws shall be appointed. The Past President shall preside over these meetings.

Section 2:

The President shall appoint such special Board committees as may be necessary for the Association. All special Board committees shall consist of three or more Board members. The chairman of each Board committee shall be appointed by the President. The President may also elect to have regular meetings or conference calls with the officers of the Association and/or with leadership from other state agencies or associations in order to achieve the objectives of the Association. Official Association business except for matters requiring Member or Board approval shall not be undertaken at these additional meetings other than as the President deems necessary because of time constraints. An example of necessary business is the time sensitive approval of a letter of support for another agency or association.

Section 3:

It is the responsibility of the President to inform the membership of the composition of all committees.

ARTICLE VI. MEETINGS OF MEMBERS

Section 1:

The Annual Meeting of the members of the Association shall be held in January at the time and place designated by the Board. Special meetings of the members of the Association may be held at such times and places as determined by the President with the approval of the Board or at the written request of no less than nine (9) active members of the Association with fifteen days notice to the full membership. A quorum will be thirty percent (30%) of dues paying members present at any meeting and the meeting will be declared a "Full Association Meeting." Each member present shall have one (1) vote. If a quorum is not established, the meeting will be declared a "Board Meeting" provided there is a quorum of Board members.

ARTICLE VII. VOTING AT MEETINGS OF MEMBERS

Section 1:

On all questions, including the election of officers and directors, each active member shall have one (1) vote, which vote shall be cast by the member if present or by any person holding the written proxy of the members. Except as otherwise provided, a majority vote shall govern in all cases.

Section 2:

No business may be conducted without a quorum. Unrestricted proxies shall be counted towards the requirements of a quorum so long as they have been registered with the Secretary-Treasurer prior to the meeting.

ARTICLE VIII. FINANCIAL SUPPORT

Section 1:

The annual membership dues and/or other related fees shall be established by the Association as part of the approved budget. Assessments shall be established by the Association, when necessary. The Board shall exercise full control over the necessary revenues and expenditures of the Association.

Section 2:

The member (reference Article II) will retain membership in the Association as long as he/she is the local appointee and dues are

current and applicable assessments paid. If he/she is no longer appointed, the membership is retained by the department/agency and transferred to the Director appointed to fill the vacancy.

Section 3:

Non-Payment of Dues or Assessments: The director of a department/agency who has not paid annual Association dues by October 1 of any year shall not be considered a member of such Association, shall not serve as a member of any committee, shall not have voting rights or be included on the NC Health Director list serve maintained by the Association until notification of payment of said dues has been received by the Secretary-Treasurer.

ARTICLE IX. GENERAL PROVISIONS

Section 1:

These Bylaws may be amended at any meeting of members of the Association by two-thirds vote of all members voting provided such amendment(s) shall first have been submitted to the President at least thirty (30) days prior to the meeting. The President shall refer any proposed amendment(s) to the Nomination and Bylaws Committee. The proposed amendment(s) and the report of the Nomination and Bylaws Committee must be distributed to the entire membership no less than fifteen (15) days prior to the full Association meeting.

Section 2:

Notwithstanding any other provision of these bylaws, no member, director, officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.

As amended by the two-thirds vote of all Members effective as of September 16, 2021.