

# North Carolina Citizens for Public Health Inc.

## Bylaws

### Article I – Mission

North Carolina Citizens for Public Health (NCCPH) is a non-partisan association of citizens of North Carolina who advocate for strong public health policies that have a direct impact on protecting the health of the public of our state.

### Article II – Headquarters and Branches

The principal office and headquarters of the NCCPH shall be with the President. Branches and offices may be established and maintained anywhere in North Carolina.

### Article III – Seal

The Executive Committee may approve the design for a corporate seal and determine policy for its use.

### Article IV – Members

#### Section 1. Composition

The concerns, direction, and arrangement of the affairs of NCCPH shall be vested in the officers and members in good standing.

#### Section 2. Classification

The membership of the NCCPH shall have the following categories:

- a) *General members* shall include any person residing in North Carolina with an interest in promoting the health of persons living in the state. General members may join by submitting a membership application to the Membership Committee.
- b) *Delegate members* shall include representatives from educational institutions or departments, professional organizations, agencies, and other groups that address public health issues. Each of the organizations shall be invited to appoint one member and an alternate.
- c) *Honorary members* are persons who have made outstanding contributions to public health in North Carolina. They shall be elected by NCCPH. Honorary members do not have voting privileges.

#### Section 3. Privileges

- a) General and delegate members are voting members, with exception of those currently employed by local or state health departments.
- b) Each voting member shall have one (1) vote.
- c) All members in good standing present at any meeting of NCCPH shall have the opportunity to participate in all business that may come before the members. There are no provisions for voting by proxy.

### Article V – Meetings

#### Section 1. Meetings

- a) The annual meeting of NCCPH shall be held at such time and place as shall be specified by the officers.

- b) Special meetings of the members may be called at any time by the officers or by twenty-five percent (25%) of the members qualified to vote, upon filing with the Secretary a written request for the meeting stating the purpose of the proposed meeting. Special meetings for which written requests are made shall be held no less than thirty (30) days and no more than sixty (60) days after the filing of the request, at a time and place designated by the officers.
- c) Advance notice of all meetings shall be given to the members by the Secretary, or in his/her absence, by another officer. All such notices shall be mailed or emailed at least ten (10) days in advance of the date set for the meeting to the last known mailing or email address for each member.

Section 2. Quorum for Regular Membership Meetings

Twelve (12) voting members to include at least two officers, one of which should include the President or Vice-President, shall constitute a quorum.

Section 3. Process at Meetings

Except as otherwise prescribed in these bylaws, decisions made at any meeting of voting members, the Executive Committee or other committees shall be a majority of those present and voting. All meetings of the voting members or committees of NCCPH shall be conducted by Roberts Rules of Order as set forth in the latest published revision.

**Article VI – Committees**

Section 1. Nominating Committee

At each annual meeting a Nominating Committee of not less than three (3) members shall be appointed to serve for the ensuing year. The responsibility of the Nominating Committee shall be to present a slate of officers. The Nominating Committee shall present the slate of nominees to the Secretary at least thirty (30) days before the annual meeting. The Secretary shall notify the members of the nominations in writing or by email to those with email access at least 10 days in advance.

Section 2. Bylaws Committee

At each annual meeting a Bylaws Committee of not less than three (3) members shall be appointed to serve for the ensuing year. The Bylaws Committee shall review the bylaws at least annually and report the results to the members of NCCPH. If the Bylaws Committee recommends amendments it shall communicate these recommendations to the Secretary in time for the Secretary to notify members of the proposed amendment(s) at least twenty (20) days prior to the scheduled meeting.

Section 3. Executive Committee

The Executive Committee shall include the President, President-Elect, Vice-President, Secretary, Treasurer, and Immediate Past President. In the interim between meetings of the voting members of NCCPH, the Executive Committee shall have the power to direct and manage urgent NCCPH affairs. The Executive Committee shall adopt rules and regulations for such management, as it deems prudent. The officers may appoint other committees as deemed necessary. The Executive Committee shall report any urgent actions taken between meetings to the membership. Such actions are subject to the review by the general membership.

## **Article VII – Officers**

### **Section 1. Election and Term of Office**

The President, President-Elect, Vice- President, Secretary, and Treasurer shall be elected by the voting members at the annual meeting of NCCPH. With the exception of the President Elect, terms of office are for two (2) years. The President-Elect will serve a one-year term. Each of the officers may serve more than one term. All nominees shall be active voting members in good standing with good attendance.

### **Section 2. Vacancy**

Whenever a vacancy occurs in any office of NCCPH by death, resignation, or otherwise, the vacancy shall be filled by the Executive Committee.

### **Section 3. Duties of the Officers**

- a) The President shall preside over all meetings of NCCPH and the Executive Committee, shall be an ex officio member with a vote on all committees of NCCPH, shall deliver at the annual meeting of the members of NCCPH a comprehensive report of the program and policies followed by the Executive Committee in the preceding year.
- b) The President-Elect shall serve a term of at least one year prior to the end of the current President's term expiring. Upon completion of his/her term, the President Elect shall become the President. The President-Elect shall perform duties as assigned and shall gain an understanding of the operations of NCCPH including a working knowledge of the composition of the Executive Committee and committee chairpersons.
- c) The Vice-President shall perform duties as assigned and all functions of the President when the latter is incapacitated, is unavailable or for any reason cannot serve.
- d) The Secretary shall take and preserve minutes of all meetings of the members of NCCPH and the Executive Committee and perform other duties assigned by the Executive Committee. The Secretary shall provide minutes of all meetings to the President no later than thirty (30) days after a meeting. The Secretary shall provide minutes of all meetings to all members on a time schedule as directed by the President but no later than ten (10) days prior to the next scheduled meeting of the members. The Secretary shall receive and report all correspondence to the Executive Committee, shall answer all correspondence unless otherwise directed by the Executive Committee, shall have custody of all files, records, and other documents, and shall be responsible for their safekeeping.
- e) The Treasurer shall receive and deposit all monies and securities in a bank and shall disburse funds as approved by the voting members, and as obligated. An annual report of income and expenditures of NCCPH for the preceding year and of liabilities and assets shall be made at the annual meeting. The financial records of NCCPH shall be audited each year in a manner determined by the voting members. The fiscal year of NCCPH shall commence January 1 of each year.
- f) The Immediate Past-President shall serve on the Executive Committee for a two-year term or until replaced. Duties shall include providing counsel, as needed, and serving as a mentor to NCCPH.

## **Article VIII – Amendments**

These bylaws may be amended by voting members at any meeting provided that a notice of proposed amendments has been sent at least twenty (20) days prior to the meeting. Member(s) desiring to propose amendments shall submit their recommendations to the Bylaws Committee. The Bylaws Committee shall consider the proposal(s), communicate its decision to the proposer(s), and recommend any resulting amendments to the members of NCCPH. Proposed amendment(s) from at least five (5) voting members

in good standing may be reported to the Secretary, and the Secretary shall submit them to the voting members of NCCPH at least twenty (20) days prior to the next scheduled meeting of NCCPH members.

Adopted by the voting membership of The North Carolina Citizens for Public Health, Inc.

September 16, 2014

Priscilla Guild, President