

## **EHAC Bylaws**

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### **Article I. Membership**

#### 1.0 Elected Members

Any person qualified by academic training and/or professional experience in environmental health may become a member of the Council upon being elected by the general Council membership. Elected Council members must have a minimum of ten years experience, except that a master's degree in an appropriate discipline may substitute for two years experience, and a doctorate in an appropriate discipline may substitute for an additional three years. All elected Council members must have a minimum of five years of experience at a supervisory or academic level.

#### 2.0 Election of Council Members

2.1 A three (3) person Nominations Committee will be appointed by the General Chair from the membership of the Council. The General Chair will designate the Nominations Committee Chair.

2.2 The Nominations Committee Chair will canvas Council members, accredited program directors and stakeholder organizations for the name of potential candidates who have knowledge of undergraduate and/or graduate education in environmental health and/or the educational needs of personnel employed in an environmental health-related occupation. All persons nominated must be willing to serve a three-year term on the Council and to make a commitment to attend all sessions of the Council and to participate on a site visitation team.

2.3 The Nominations Committee will review all names submitted, and develop a slate of candidates and a ballot, which will assure a Council membership with:

- A. Geographic representation and balance;
- B. A balance (the required ratio) of academicians and practitioners;
- C. A balance of graduate and undergraduate faculty to assure that the Council may effectively relate to undergraduate and graduate environment health academic programs; and,
- D. The rotation of membership so as to maintain a balance of experienced and lesser experienced members.

The Nominations Committee will consider diversity in membership regarding gender and minorities.

2.4 The Nominations Committee will conduct the election by mail or electronic ballot so that the election will be completed 60 days prior to the annual meeting of the Council.

2.5 A person may serve only two consecutive terms as a Council member; however, an individual may be eligible for re-election to the Council after one-year off the Council.

### 3.0 Appointed Members

3.1 One or more public representatives may be appointed at the discretion of the Board of Directors. The representatives will not be environmental health science and protection professionals or academicians, and will be selected on the basis of personal credentials and interest in higher education and the accreditation process.

3.2 The Board of Directors shall appoint the public representatives for one (1) three-year term. Public representatives may be appointed for shorter terms if a three-year appointment would result in the two representatives completing their terms simultaneously.

3.3 Any Council Member may submit nominations for Appointed Member positions to the Nomination Committee. The Nominations Committee will prepare a list of candidates nominated for Appointed Members and submit the list to the General Chair for selection.

3.4 Appointed Members may vote on all matters except those affecting the Council constitution and bylaws.

### 4.0 Resignations

4.1 Resignations must be submitted to the General Chair in writing and must state the effective date of such resignation.

4.2 Members resigning from the Council may not be reinstated; however, they may be considered for election to the Council provided that the resignation did not occur during the last year of their second consecutive term. If a resignation occurs during the last year of a second term, at least one year must elapse before that individual can be considered for election to the Council.

### 5.0 Term of Office

5.1 The term of office for newly elected members of the council shall begin at the close of the annual meeting immediately following their election.

5.2 A member who fails to attend in two consecutive meetings of the Council will normally be considered to have resigned from the Council and will be replaced in accordance with these bylaws.

### 6.0 Special Elections

6.1 Should there be a vacancy among the elected membership of the Council following the annual election of members, and the Board determines that it would be inappropriate to wait until the next election to fill the vacancy, a special election may be called by majority of the Council.

6.2 The Council shall provide the Nominations Committee with names of nominees within twenty-one (21) days of the notice of special election.

6.3 The Nominations Committee will review all names submitted in accordance with EHAC guidelines, and prepare a ballot listing all qualified candidates.

6.4 The election will be conducted by mail or electronic ballot. Council members will have twenty-one (21) days from the date of dissemination in which to cast their vote. A simple majority is required for election.

6.5 The elected person will assume their seat on the Council immediately following the certification of the results of the special election by the Board of Directors.

## **Article II. Officers and Executive Director**

7.0 The Officers of the Council shall be the General Chair, Vice-Chair for Undergraduate Programs, Vice-Chair for Graduate Programs, Secretary and Treasurer. An Executive Director shall administer the Council's affairs.

7.1 Officers of the Council and the Executive Director shall perform the duties prescribed by these Bylaws and the adopted parliamentary authority.

### **8.0 Selection of Officers and Executive Director**

8.1 All officers are elected by secret ballot by the voting Council membership at the annual meeting of the Council. All officers shall be elected for one year. The chair may serve no more than two consecutive terms.

8.2 The Nominations Committee will submit a slate of nominees for each position to the General Chair prior to the annual meeting. The General Chair will also take nominations from the floor.

8.3 In developing the slate of nominees the Nominations Committee will consider maintaining continuity in the operations and function of the Council.

8.4 The Chair will see that a final ballot is prepared for voting, and shall issue the ballot to all Council members present for voting. The Chair and the Nominations Committee Chair will tally the votes and immediately announce the results. At the conclusion of the annual meeting the newly elected officers will immediately assume their positions.

8.5 The Executive Director shall serve at the pleasure of the Board of Directors. The Executive Director shall also be the Executive Director of the Association of Environmental Health Academic Programs.

### **9.0 Duties of Officers and Executive Director**

#### **9.1 General Chair**

9.1.1 The Chair carries out all of the normal functions of the Chair and is the presiding officer of all meetings of the Council. The Chair shall: (1) be an ex-officio member of all committees except the Nominating Committee, (2) have the authority to act as the official representative of the Council between meetings of the Council and the Board of Directors, (3) appoint with the approval of the Council, ex-officio members of the Council, (4) appoint chairpersons and members of committees, and (5) have other such duties appropriate.

9.1.2 It is the duty of the General Chair to call all meetings to order at the appointed time, to preside at all meetings, to announce the business before the Council in its proper order, to state and put all questions properly brought before the Council, to preserve order and decorum, and to decide all questions of order (subject to appeal). The General Chair will be responsible for notifying the school of the Council's action regarding the accreditation of the school.

9.1.3 The General Chair appoints Council members to various tasks and assignments during the year.

9.1.4 The Chair can initiate Board of Directors and / or Council action between regularly scheduled meetings.

## 9.2 Vice-Chair for Undergraduate Programs

9.2.1 The Vice-Chair for Undergraduate Programs shall serve as General Chair in his/her absence and shall assist the General Chair.

9.2.2 The Vice-Chair is responsible for coordinating all Council matters regarding undergraduate programs.

## 9.3 Vice-Chair for Graduate Programs

9.3.1 The Vice-Chair for Graduate Programs shall serve as General Chair in the absence of the General Chair and the Vice-Chair for Undergraduate Programs.

9.3.2 The Vice-Chair for Graduate Programs is responsible for coordinating all Council matters regarding graduate programs.

## 9.4 Secretary

8.4.1 The Secretary shall act as secretary of the Council, and the Board of Directors, shall keep a list of members of the Council with dates of their election and the expiration date of the term on the Council, shall keep a list of committee chairpersons and the members of committees and dates of appointment, and shall keep a file of committee meeting minutes provided by committee chairpersons. The Secretary shall prepare minutes of all Council meetings and distribute copies of minutes to all Council members in a timely manner.

8.4.2 The Secretary shall be responsible for maintaining all files, records, equipment and memorabilia of the Council. The Secretary shall maintain an inventory of all Council equipment.

8.4.3 The Secretary shall conduct such a part of the correspondence of the Council as is usually conducted by the Secretary of similar organizations.

## 9.5 Treasurer

8.5.1 The Treasurer shall: (1) ensure that all funds collected and distributed are properly accounted for, (2) and approve all orders on said funds in conjunction with any one of the following persons: Chair, Vice-Chair for Undergraduate Programs, or Vice-Chair for Graduate Programs.

8.5.2 The Treasurer will furnish a financial statement of the Council at each annual meeting and at such times as called on by the Council or Board of Directors. The Treasurer will review the contract for administrative services on a yearly basis and make any recommendations for changes to the Board of Directors. The Chair shall sign any administrative support contracts after Board approval. The Council may call for a financial statement through the Chair.

## 9.6 Executive Director

9.6.1 The Executive Director shall maintain the corporate registration, and keep and preserve the minutes and records of the Association.

9.6.2 The Executive Director shall handle financial transactions as directed by the Treasurer in accordance with the budget approved by the Board of Directors. The Executive Director shall prepare regular financial statements as requested by the Treasurer and prepare a financial report for the annual Council meeting.

9.6.3 The Executive Director shall be an ex-officio member of all committees, without vote.

9.6.4 The Executive Director shall serve as a member of the Board of Directors, without vote.

9.6.5 The Executive Director reports to the Chair.

### **Article III. The Board of Directors**

#### 10.0 Composition

10.1 The Chair, Vice-Chair for Undergraduate Programs, Vice-Chair for Graduate Programs, Treasurer, Secretary and Executive Director shall constitute the Board of Directors.

10.2 General Powers. The business and affairs of the Council will be managed by its Board of Directors. The Directors shall, in all cases, act as a Board and may adopt such rules and regulations for the conduct of their meetings and the management of the Council, as they deem proper, not inconsistent with these Bylaws and the laws of the State of Oregon.

10.3 Removal of a Director. A Director may be removed from an office by an affirmative vote of a majority of the Council taken at a meeting for that purpose.

10.4 Notice. Notice of any Special Meeting of the Board of Directors shall be given to each Director not less than seventy-two (72) hours prior to such meeting either:

10.4.1 By written notice delivered personally or mailed or emailed or faxed or given by telegram, cable or radiogram to such Director at his business address or at such other address as said Director shall have designated in writing and filed with the Secretary of the Council; or by word of mouth, telephone or radiophone personally to such Director in each case. If mailed, the notice shall be deemed delivered when the notice is given to the transmitting company.

10.4.2 Whenever any notice is required to be given to any Director of the Council under the Articles of Incorporation or these Bylaws, or provision of any law, a waiver thereof, in writing, signed at any time, either before or after the time of meeting, by a Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any annual, regular or Special Meeting of the Board of Directors need be specified in the notice of waiver nor the notice of such meeting, except as other provided for in these Bylaws.

10.5 Quorum. At any meeting of the Directors, a majority of the total number of elected Directors shall constitute a quorum for the transaction of business at such meeting, but a majority of the Directors present (though less than such quorum) may adjourn the meeting without further notice.

10.6 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or by these Bylaws.

10.7 Compensation. No compensation shall be paid to the Directors, as such, for their services, with the exception of the Executive Director, but, by resolution of the Board of Directors. Directors may receive reimbursement for their expenses incurred for actual attendance at each regular meeting or Special Meeting

of the Board of Directors and/or other expenses incurred by said Director in the course of duties on behalf of the Council. Nothing herein contained shall be construed to preclude any Director from serving the Council in any other capacity and receiving compensation there for, provided such action does not violate the provisions of the Oregon Nonprofit Code.

10.8 Resumption of Assent. A Director of the Council who is present at a meeting of the Board of Directors or a committee thereof of which the Director is a member in which any action on any corporate matter is taken shall be presumed to have assented to the action taken, unless that Director's dissent shall be entered in the minutes of the meeting or unless the Director files written dissent of such action with the person acting as the Secretary of the meeting before adjournment thereof or forward such dissent by registered mail to the Secretary of the Council immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

10.8.1 Executive and Other Committees. The Board, by resolution, may designate from among its Members a special committee and such other committees, each consisting of two or more Directors. Each such committee shall serve at the pleasure of the Board of Directors.

10.8.2 Unanimous Consent without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law, to be taken by the Board of Directors or any committee thereof, at a meeting by resolution, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to such action.

#### 11.0 Vacancies and/or Resignations

11.1 If a vacancy and/or resignation of a Board member occurs before the expiration of a term, the Board of Directors shall fill the vacancy for the remainder of the term.

#### 12.0 Duties

12.1 The Board of Directors shall meet upon call of the Chair or upon written request of two members of the Board. The Executive Committee shall function to the extent of the direction and authority given them by the Council

12.2 The Board of Directors can take action on the accreditation status of programs if an immediate decision is vital. Any action taken on such matters must be by unanimous vote of the Board. Such actions will be based on the recommendation to the Chair, from the undergraduate or graduate chair that the program has fulfilled the requirements of its conditional accreditation.

### **Article IV. Meetings**

13.0 When practical, the Council shall meet annually in conjunction with the National Environmental Health Association's Annual Educational Conference. This meeting shall be the annual meeting of the Council. The agenda for this meeting shall include the election of officers and the annual reports of officers and standing committees.

14.0 The Board of Directors may call special meetings as needed to properly conduct Council business. At least forty-five (45) days notice is required for special Council meetings. Only business as specified in the call of the meeting may be transacted, unless the Board of Directors declares that specific additional business is an emergency requiring immediate action of the Council.

15.0 Quorum. A simple majority of the Council membership shall constitute a quorum.

16.0 Voting. Unless the matter being voted upon requires, under the Constitution and these bylaws, the vote of two-thirds or greater of the Council a simple majority of Council voting in person or by proxy shall be required for adoption of any motion.

16.1 Proxies. Members unable to attend a meeting may vote by proxy on any matter specified in the meeting notice. Proxies shall be submitted in writing to the Secretary prior to the meeting. Electronic requests are acceptable.

17.0 Voting between meetings. The Chair may instruct the Secretary to conduct a mail, e-mail, web or facsimile vote of the Council, when in his/her opinion; a pending matter requires immediate Council action. Each ballot shall carry a return date not less than 10 days after the mailing date. The total ballots timely returned shall constitute the quorum for the purpose of mail, electronic or facsimile voting provided that at least one-half of the Council membership responds.

#### **Article V. Committees**

18.0 The Council shall have a Bylaws standing committee. This committee is responsible to ensure that Bylaws are reviewed at a minimum on a six-year basis.

18.1 Additional standing committees may be authorized by the Board of Directors, and appointments to these standing committees are made by the General Chair.

#### **Article VI. Parliamentary Procedure**

19.0 Meetings of the Council and all other business shall be conducted in accordance with these Bylaws and in accordance with the latest revision of Robert's Rules of Order.

#### **Article VII. Amendments**

20.0 These Bylaws may be amended by 2/3 vote of voting members present at any annual, or special called meeting, provided notice of the proposed amendment(s) has been given in writing to the Secretary, and provided to Council members for review, at least fourteen (14) days prior to the meeting.

#### **Article VIII. Indemnification**

21.0 Every member of the Council shall be indemnified by EHAC against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Council in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Council, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. In the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of EHAC. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the member of the Council is entitled.

#### **Article IX. Use of Name**

22.0 The policies and program of EHAC shall be binding on all members. No member of the Council shall use the EHAC name, without its authorization, to obligate the Council or to oppose the Council's policies and procedures.

#### **Article X. Property**

23.0 The title to all property, funds, and assets of EHAC, shall at all times be vested in the Council for the joint use of members. No Council member or group of members shall have any severable right to all or any part of such property. The Board of Directors shall have complete control over the acquisition, administration, and disposition of its property. In the event of the dissolution of EHAC, all assets shall be

liquidated, and delivered to the American Academy of Sanitarians. In the event that this occurs, these funds shall be used only for scholarships.

#### **Article XI. Financial Practices**

24.0 Any member authorized by the Council or the Chair to conduct a site visit, examination, or other business or representation of the Council shall receive reimbursement for travel and reasonable subsistence incurred in the performance of such authorized duties. Where appropriate, and in order to provide training, a third site visit member may be authorized. Expenses incurred by this individual will be funded by the Council.

25.0 Fiscal Year. The fiscal year shall begin on October 1 of each year.

26.0 Budget. The General Chair and the Treasurer shall prepare an annual budget for the Council. The budget shall be presented to the Council membership for approval at the annual meeting.

27.0 No indebtedness, except those in accordance with the budget or those incurred in the conduct of a site visit, in excess of \$ 200 shall be incurred by a member except on approval of the Board of Directors.

#### **Article XII. Reporting Requirements**

28.0 The Council will ensure that its accreditation decisions will be made available to the appropriate individuals or institutions through a timely reporting process.

29.0 Minutes of the annual Council meeting will be prepared and made available to all Council members.

#### **Article XIII. Consultants and Employees**

30.0 As needed, the Executive Director may hire consultants and employees, with prior approval to do so from the Board of Directors. The Council may hire consultants and employees, as needed, to carry out the responsibilities of the Council.