



THE NATIONAL ASSOCIATION OF COUNTY AND CITY HEALTH OFFICIALS

BYLAWS

Revised and Adopted February 2018

ARTICLE I. Principal Office and Registered Agent

A. The principal office of The National Association of County and City Health Officials, hereinafter NACCHO, a nonprofit corporation incorporated under the laws of the District of Columbia, shall be in the District of Columbia.

B. NACCHO may have additional offices at any suitable location inside or outside the District of Columbia as may be designated by the Board of Directors.

C. NACCHO shall have and continuously maintain a registered office in the District of Columbia and the Board of Directors shall appoint and continuously maintain in service a registered agent, having a business office identical with the registered office.

ARTICLE II. Purposes

NACCHO is the national organization representing local public health officials and is dedicated to promoting and assuring the health of people and communities through an effective local public health system by:

A. Representing, speaking for, and acting on behalf of local public health departments at the national level;

B. Promoting a local public health perspective in national health program and fiscal policy;

C. Supporting public health systems by promoting and leading quality improvement in the delivery of local governmental public health services for the purpose of improving health status;

D. Developing the technical competence, managerial capacity, and leadership potential of the public health workforce;

E. Promoting a vision of public health and leadership for our public health mission;

F. Developing and sustaining relationships with other national organizations for the purpose of improving health systems and/or health status;

G. Serving as an exchange point for information and ideas in order to help keep local health officials informed and current; and

H. Promoting partnerships among federal, state, and local health officials.

The corporation shall be empowered to engage in such other related activities as may be desirable or required to fulfill the purposes and objectives of the Corporation.

The Corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954. No part of net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1954. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on:

a. by any organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1954 as an organization described in section 501(c)(3) of such Code,

b. by an organization described in sections 509(a)(1), (2), or (3) of the Internal Revenue Code of 1954 (as the cause may be) and/or,

c. by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1954.

ARTICLE III. Membership

A. Classes. The membership of the Association shall be classified into five classes. The Board of Directors shall establish an annual membership fee for each class of membership. The rights and privileges of each class of membership shall be as follows:

1. Active: The active members of NACCHO shall be those local public health departments, including offices of state and territorial health departments which are providing public health services locally or regionally, and tribal health departments, which have paid the annual membership fee established by the Board of Directors and

which meet any other criteria established for this class by the Board of Directors. Active members shall be represented by their chief executive officer, or his/her designee, who shall be an employee and a member of the management team of the member department, who shall have the right to vote, hold office, and represent NACCHO in any official capacity designated by the Board of Directors, the Executive Committee, or the President.

2. *Associate:* The associate members of NACCHO shall be all local public health departments which have not paid the annual membership fee established by the Board of Directors and which meet any other criteria established for this class by the Board of Directors. Associate members shall be represented by their chief executive officer who shall not have the right to vote, hold office, or represent NACCHO in any official capacity.

3. *Alumni:* Alumni members of NACCHO shall be those individuals who have served as local public health officials but are no longer employed in that capacity, and who have paid the annual membership fee established by the Board of Directors. Such members shall not have the right to vote or hold office. They are eligible for appointment to serve on special committees, teams, and workgroups.

4. *Organizational Affiliate:*

a. *State Associations of County and City Health Officials:* Upon written request, any State Association of County and City Health Officials shall be an organizational member of NACCHO. The rights and privileges of these organizational members shall be governed by policy established by the Board of Directors, but they shall not have the right to vote or hold office.

b. *Other Organizational Members:* Other organizations interested in local governmental public health and the work of NACCHO which have made application for organizational membership and paid the annual membership fee established by the Board of Directors. Such members shall not have the right to vote, hold office, or represent NACCHO in any formal capacity.

5. *Individual Affiliate:* The individual affiliate members of NACCHO shall be those individuals who have an interest in local governmental public health and in the work of NACCHO, and who have paid the annual membership fee established by the Board of Directors. Such members shall not have the right to vote or hold office. They are eligible for appointment to serve on special committees, teams, and workgroups.

B. Term. Membership shall be for renewable terms of one year. The Board may authorize one or more periods of twelve consecutive months as a “membership year.” A membership fee will be payable for the entire membership year a member elects to join irrespective of when, during that year, the member joins.

C. Rights and privileges. Members shall be eligible for such rights and privileges as the Board of Directors shall determine for the respective membership classes. The rights and privileges of any

member may be withdrawn for cause in accordance with policy and procedure established by the Board of Directors.

D. Membership Fees. The annual membership fee for each class of membership shall be established annually by the Board of Directors. Members who fail to pay their membership fee within sixty (60) days from the end of their membership fee year will be changed from the “regular membership” category to the “associate membership” category.

E. Meetings. The annual meeting of the members shall be held at such time and place as determined by the Board. Special meetings of the members may be called by the President or by the written request of a majority of the Board of Directors. Written notice, stating the purpose, time, date, and place of such meeting, shall be delivered to each active member not less than thirty (30) days prior to the day of the meeting. Actions taken at annual or special meetings of the membership shall be advisory to the Board of Directors. In the event of an emergency, a special meeting of the Board of Directors can be called by the President at any time.

ARTICLE IV. Board of Directors

A. Authority. All powers to manage the business, property, and affairs of NACCHO shall be vested in a Board of Directors of not more than twenty- two (22) members.

B. Composition. The Board of Directors shall consist of the following:

1. Elected members

a. PHS Regions. One (1) active member from each of the ten United States Public Health Service Regions elected by all active members at the annual election held every three years. Each Regional representative will keep in contact with the SACCHOs in their respective regions to represent their interests on the Board.

b. At Large. Five (5) active members elected at-large by all active members at the annual election held every three years.

c. Tribal Health Departments. One (1) active member from tribal health departments elected by all active members of NACCHO at the annual election held in even numbered years. The Tribal Health Department representative shall communicate with various tribes or national organizations throughout the year to be able to represent their interests or share concerns to the Board.

d. Officers: The President, President-Elect, Vice-President, and Immediate Past President are members of the Board of Directors and shall have the right to vote.

2. Ex Officio members

a. The Executive Directors of the National Association of Counties and the United States Conference of Mayors. They shall not have the right to vote and are not counted in determining a quorum.

C. Term. The term for each member of the Board of Directors elected at-large or from a PHS Region shall be three years. No director elected at large or from a PHS Region may serve more than two consecutive terms unless elected as the Vice-President.

D. Election. The regional, at-large, and tribal members of the Board shall be elected by all active members by a plurality of the votes cast in the annual election. Regional representatives shall be elected by active members within their own region.

E. By-Laws in Effect. Changes to these By-laws referencing elections of at-large and regional representatives become effective at the next elections following approval. All other changes become effective immediately after approval.

F. Attendance Requirement. Members of the Board of Directors are expected to attend all meetings of the Board. Absence from any two meetings of the Board during any fiscal year without being excused shall be considered to be a resignation from the Board. To be excused from this attendance requirement, the member must notify the president of their inability to attend prior to the convening of the meeting. Removal from the Board for such unexcused absences shall require the concurrence of a majority of the Directors present at a duly called meeting at which a quorum is present.

G. Meetings.

1. Regular Meetings: Regular meetings of the Board shall be held not less than three times during each fiscal year at a time and place determined by the President. The meeting held in conjunction with the annual conference shall be designated as the annual meeting. Written notice, stating the time, date, and place of each meeting, shall be delivered to each member of the Board at least thirty (30) days prior to the day of the meeting.

2. Special Meetings: Special meetings of the Board may be called by the President or upon the written petition of one-third of the members of the Board. Written or e-mail notice, stating the purpose, time, date, and place of such meeting, shall be delivered to each member of the Board at least fifteen (15) days prior to the day of the meeting. Attendance at a special meeting shall constitute waiver of notice of the meeting, except when such attendance is solely for the purpose of objecting to the transaction of business on the grounds that the meeting has not been properly called or convened.

H. Quorum. A quorum shall consist of eleven (11) elected members of the Board present in person or by teleconference. When a quorum is not present, those members present may adjourn to a time when a quorum might be present or they may function as a committee. When meeting as a committee, any decisions reached must be ratified at the next meeting of the Board at which a quorum is present or by a majority vote of the members of the Board conducted by a mail or e-mail ballot. Each member of the Board shall be entitled to one vote. Proxy voting shall not be permitted.

I. Conference Calls. The Board may meet by conference telephone call or by any other means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence at the meeting.

J. Written Consent. Any action required or permitted to be taken at a meeting of the Board, or any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or committee, and such written consent is filed with the minutes of the proceedings of the Board or committee.

K. Waiver of Notice. Whenever any notice is required to be given to any member of the Board under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

L. Vacancies. In the event that a member of the Board is no longer the chief executive officer or designee of an active member local health department (because of resignation, retirement, termination, or replacement by his/her employer or any other job change/assignment), his/her membership on the Board shall be declared vacant, unless that member indicates in writing his/her intent to again become the chief executive officer of an active member local health department and his/her wish to remain a director until employment in another local health department is obtained. In no event shall that member continue as a member of the Board for longer than ninety (90) days without obtaining employment as the chief executive officer in another local health department consistent with the Board membership category to which originally elected. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining members of the Board by use of either a mail or electronic ballot, inclusive of facsimile or electronic mail. A member appointed to fill a vacancy shall be appointed for the remainder of the unexpired term.

M. Compensation. Members of the Board shall not receive any compensation for their service as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association.

ARTICLE V. Executive Committee

A. Composition. The Executive Committee shall consist of the Officers and three (3) members of the Board elected by the Board in accordance with policy and procedures adopted by the Board of Directors. The term of these elected members shall be one year. They may be re-elected one time.

B. Authority. The Executive Committee shall conduct the affairs of NACCHO between meetings of the Board of Directors in accordance with policy and procedure adopted by the Board.

ARTICLE VI. Officers

A. Offices and Duties.

1. President: The President shall be the chief elective officer of the Association and shall preside at all meetings of Association members, the Board of Directors, and the Executive Committee. The President shall be a member, ex officio with the right to vote, of all Committees. The President shall, at the Annual Meeting and at such other times as necessary and appropriate, communicate and make such suggestions as may promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of President of a corporation.

2. President-Elect: The President-elect may serve in the absence of the President and shall assist the President in any manner so directed by either the President or the Board of Directors. The President-elect shall chair the Finance Committee. Should the office of President become vacant or the President declare himself/herself unable to serve, the President-Elect shall assume the office of President for the remainder of the unexpired term in addition to his/her regular term as President.

3. Vice President: The Vice President shall serve in the absence of the President and President-elect and shall assist the President in any manner requested by the President or directed by the Board of Directors. Should the office of President-elect become vacant for a reason other than the President-elect succeeding to the office of President, the Vice President shall assume the office of President-elect for the remainder of the unexpired term in addition to his/her regular term as Vice President. If the position of Vice President is unexpectedly vacated, a special election to fill this position will be held.

4. Immediate-Past President: The Immediate Past President shall chair the nominations committee and assist the President in any manner requested by the President or directed by the Board of Directors. The Immediate Past President shall not be eligible to serve as an elected or ex-officio member of the Board of Directors for at least one year following the completion of his/her term as Immediate Past President.

B. Terms. The term of President shall be one year. The term of President-elect shall be one year with automatic succession to the office of President the following year. The term of Vice President shall be one year with automatic succession to the office of President-elect the following year. The officers shall assume their respective offices on the first day of July.

C. Election. The Vice President shall be elected at the annual election by a plurality vote conducted by a mail or email ballot of all active members.

D. Vacancy.

1. President. A vacancy in the office of President resulting from resignation, death, or by no longer being the chief executive of an active member local health department, shall be filled by the Executive Committee designating either the President-elect or the Immediate-Past President as President for the remainder of the unexpired term. If the President-elect is designated, he/she shall serve as President for the unexpired term as well as his/her regular term.

2. *President-elect.* A vacancy in the office of President-elect may be filled by the Vice President for the remainder of the unexpired term plus his/her regular term as President-elect. If the Vice President is unable to move into the President-elect position if that position becomes vacant, the organization may hold a special election to fill this slot.

3. *Vice President.* A vacancy in the office of Vice President shall be filled by special election if more than six months remain in the year or at the next annual election of officers if less than six months remain in the year.

4. *Immediate Past President.* In the event that the office of immediate past president becomes vacant, the Board of Directors may appoint the immediately preceding past president to serve the duration of the term. The Board may elect not to fill the vacancy, and may authorize the Executive Committee to designate a non-officer member of the executive committee to perform the specific duties assigned to the past president. The Board may designate another member of the board to serve on the Executive Committee for the duration of the past president's term.

ARTICLE VII. Elections

The annual election of officers and Directors shall be conducted by a mail or electronic ballot not less than forty-five days prior to the Annual Conference. Any active, dues-paying member may declare their candidacy for Vice President or for the Board of Directors. No member may be a candidate for more than one elective position on any ballot.

ARTICLE VIII. Standing Committees

A. *Standing Committees.* The association shall have the following standing committees:

1. *Nominations.* The Nominations Committee shall consist of the Immediate-Past President as chair and at least three active members. The committee shall mail or electronically distribute a ballot to all active members, in accordance with policy and procedure adopted by the Board of Directors, not less than 30 days prior to the return due date for the ballot. The ballot shall list a slate of candidates for board and officers, when due, which is culturally and ethnically diverse and broadly representative of the active membership of the Association. The five at-large positions on the Board of Directors shall be elected nominated from the following population jurisdictions:

One from a jurisdiction with less than 50,000 population

One from a jurisdiction with between 50,000 and 100,000 population

One from a jurisdiction with between 100,000 and 500,000 population

One from a jurisdiction with between 500,000 and 1,000,000 population

One from a jurisdiction with more than 1,000,000

2. *Membership.* The Membership Committee shall consist of not less than three active members. The committee shall conduct an annual membership recruitment campaign and perform other activities to increase the number of active members.

3. *Bylaws.* The Bylaws Committee shall consist of not less than three active members. The committee shall annually review these Bylaws and may propose such amendments as they deem necessary, shall draft amendments as may be proposed by the Board of Directors, and shall review all proposed amendments submitted by any member for proper language and consistency with the remainder of these Bylaws. The committee shall report a recommendation on all proposed amendments to the Board of Directors and active members prior to a vote on the proposed amendment.

4. *Finance.* The Finance Committee shall consist of the President-elect as Chair, the Vice President, and at least three members of the Board of Directors who are not members of the Executive Committee. The committee shall, in conjunction with the Executive Director, prepare the annual budget for the Association and complete a quarterly review of the Association's financial status. The committee shall keep the Board of Directors informed of any financial issues facing the Association. The committee shall also review the annual audit and administrative recommendations received from the annual independent audit and report the findings to the Board of Directors.

5. *Audit.* The Audit Committee shall consist of at least three active members. The Chair of the Committee will be a member of the Board. No officer shall serve as a member of the Audit Committee. Committee members shall have at least one of the following items of experience or background:

1. experience as a chief or principal financial officer, principal accounting officer, controller, public accountant, auditor, or in a position that involves performance of similar functions
2. financial expertise by actively supervising a person(s) performing one or more of the above functions,
3. experience overseeing or assessing the performance of organizations or public accountants with respect to preparation, auditing, or evaluation of financial statements, or
4. experience serving on an audit committee.

The Committee shall:

1. monitor the organization's internal controls,
2. review staff performance in respect to accounting and financial management,
3. recommend the selection of the auditor to the Board,
4. provide oversight of the audit,
5. review the performance of the auditors,
6. review the elements of any management letter associated with an audit, and
7. report at least twice annually to the Board.

B. Appointment. All standing, project, and special committees of NACCHO shall be appointed annually by the President in consultation with the President-Elect and Vice-President with the approval of the Executive Committee. The President shall designate the Chair of each Committee. If vacancies occur after the annual appointment process, the President shall appoint new members as needed. Members serving on committees shall serve without compensation, but they are entitled to reimbursement of necessary expenses in accordance with policy and procedure established by the Board of Directors and the financial resources of the association.

C. Terms. The terms of all committee members shall be for two years with one-half of a committee's membership being appointed each year. A committee member may be appointed to serve one additional consecutive two-year term. Members may serve on the same committee for a maximum of four consecutive years. A member may be reappointed to the same committee after being off of the committee for at least one year.

ARTICLE IX. Special Committees, Teams and Workgroups and Advisory Councils

A. Special Committees. The Board of Directors shall establish such special committees and teams as it deems necessary to carry out the work of the association in accord with its mission and strategic plan.

1. The Board of Directors shall approve the charge for purpose of each committee and team.
2. The Board of Directors shall establish the policies and procedures governing the operations of special committees and teams.

B. Workgroups. Workgroups may be formed in support of committees or teams

1. Workgroups may be formed under the direction of a committee or team chair after consultation with, and approval of the Executive Committee.
2. Members of the workgroup are recommended by the committee or team chair and appointed by the President.

C. Advisory Councils

1. Council of Past Presidents. All past presidents shall be members of the Council of Past Presidents. The Council shall advise and assist NACCHO upon the request of the President or the Board of Directors. The council may meet for social purposes at the annual conference at no cost to NACCHO.

2. Other Councils. Upon the request of the President, the Board of Directors may authorize the formation of additional Councils for the purpose of advising and assisting NACCHO in the fulfillment of its mission. Such councils shall function under rules and procedures established by the Board of Directors.

ARTICLE X. Liaison With Other National Organizations

NACCHO shall maintain liaison with other national organizations as the Board of Directors may approve. The President, with the approval of the Executive Committee, shall appoint the representative of an active member to be the liaison to each such organization. The individual(s) designated as a liaison to another organization shall confine their work to the purposes for which they were appointed and shall regularly report to the committee, team, Executive Committee, or Board of Directors as assigned in the appointment process.

ARTICLE XI. Finance and Budget

A. The Board of Directors shall adopt an annual budget for the Association.

B. At each annual meeting of the Board, the Chair of the Finance Committee shall present a statement of the financial condition of NACCHO and shall report on financial operations of the receding year and financial plans for the succeeding year. No financial obligations shall be incurred by any officer or committee (except Executive Committee) except as authorized within the annual budget or under authority of special interim action, approved by the Board.

C. No obligations outside of the approved budgeted procedure and adoption of the annual budget will be made by the NACCHO Executive Director or staff.

D. The fiscal year of NACCHO shall commence on July 1 and end on June 30 of the year following.

ARTICLE XII. Executive Director and Staff

The Board of Directors, through its Executive Committee, shall appoint an Executive Director who shall manage the operations of the Association as defined by a position description adopted by the Executive Committee. The Executive Director shall fulfill all obligations of a corporate secretary for NACCHO as relates to serving as custodian of corporate records. The Executive Committee shall be responsible for managing personnel matters related to the Executive Director.

The Executive Director may employ such other staff as appropriate and necessary to carry out the purposes and functions of the Association. The Executive Director, with input and consultation from the President and Executive Committee when requested, shall be responsible for managing all personnel matters related to the staff.

At the discretion of the Board of Directors and at the expense of the Association, the Executive Director and any other staff position may be required to furnish a fidelity bond in such amount as the Board shall prescribe.

ARTICLE XIII. Dissolution or Final Liquidation

The officers and directors of the Corporation shall have full authority, consistent with these Bylaws and the Articles of Incorporation, to regulate the internal affairs of the Corporation and to establish its policies. On dissolution or final liquidation, the Board of Directors shall, after paying or making

provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors shall determine:

A. a nonprofit organization or organizations which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation described in section 170(c)(2) and 501(c)(3) of such Code; and/or

B. a nonprofit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code

ARTICLE XIV. Annual Report

The Chair of the Finance Committee shall cause to be prepared and timely filed such annual reports and returns as are required by law.

ARTICLE XV. Shares of Stock, Dividends, and Certain Loans Prohibited

NACCHO shall not authorize or issue shares of stock, nor pay any dividends to the members, the Board of Directors, the Executive Director, or to its officers; nor make any loans to the members of the Board of Directors, the Executive Director, or its officers. Similarly, no loans shall be authorized by the Executive Director to subordinate staff.

ARTICLE XVI. Inspections of Books and Records

All books and records of NACCHO may be inspected by any member of the Board, through his/her duly authorized agent or attorney, for any proper purpose and at any mutually convenient time during regular Association office hours.

ARTICLE XVII. Amendments to Internal Revenue Act

All reference herein to the Internal Revenue Act of 1954 shall include the corresponding provisions of any future United States internal revenue law.

ARTICLE XVIII. Parliamentary Authority

All meetings of NACCHO and the Board of Directors shall be governed by the most recent edition of Robert's Rules of Order except where they are inconsistent with the standing rules and orders of the Association or are contrary to these Bylaws or any existing laws of the United States or

Ordinances of the District of Columbia. The President may designate a person to serve the Association as parliamentarian.

ARTICLE XIX. Amendments

These Bylaws may be amended by a three-fifths majority vote of the active members voting either at the annual election or at such other time as approved by the Board of Directors when such action is considered essential for NACCHO to achieve its purposes. The vote shall be conducted, by mail, or by electronic ballot, provided that each active member shall have been provided a copy of the proposed amended bylaws not less than forty-five days prior to the vote. Any amendment adopted shall become effective immediately upon its adoption unless otherwise specified in the amendment.

When such action is considered essential for NACCHO to achieve its purposes in a critical circumstance, a quorum of the Board of Directors, may temporarily suspend any provision of these Bylaws and notify the membership by mail or e-mail within one week. This suspension must be reviewed every three months or the suspension expires automatically. The membership must also be notified when the suspension has been lifted.