

**MONTANA AFFILIATE of the NATIONAL ENVIRONMENTAL HEALTH
ASSOCIATION**

Adopted September 23, 1971

Revised October 5, 1976

Revised April 9, 1985

Revised October 5, 1994

Revised October 7, 1998

Revised September 29, 1999

Revised October 7, 2009

ARTICLES OF INCORPORATION

Article I

NAME

The name of this organization shall be the **Montana Environmental Health Association**. The Montana Environmental Health Association is an affiliate of the **National Environmental Health Association**.

Article II

DEFINITIONS

Section 1: The word **Association** and the abbreviation **M.E.H.A.** hereinafter used shall mean the **Montana Environmental Health Association**.

Section 2: The word **Board**, hereinafter used, shall mean the **Board of Directors of the Montana Environmental Health Association**.

Article III

PURPOSE

Section 1: The purpose of the Montana Environmental Health Association shall be to maintain and improve the standards of performance of professionals in Environmental Health by encouraging education and disseminating information by:

A. Requiring the highest degree of skill, efficiency and professional competence among those who practice in the profession of Environmental Health,

B. Sponsoring educational conferences, maintaining programs of continuing education, and supporting scholarships,

C. To engage in any other lawful activities appropriate to a professional organization; provided, however, that the Association shall not endorse the products or services of any manufacturer or other commercial organization; nor shall it sanction such endorsement by or in the name of the Association by any of its members.

Article IV

MEMBERSHIP

Section 1: There shall be four (4) classes of membership with voting privileges, designated as Active, Associate, Student, and Retired; and two (2) classes of non-voting membership, designated as Honorary, and Agency.

Section 2: The right to hold elective office and to chair standing committees shall be open to Active and Associate members only.

Article V

FINANCES

Section 1: The operating expenses of the Association shall be met from membership dues and from any other source set forth in the By-Laws or approved by the Board. Financial grants for specific purposes may be accepted at the discretion of the Board.

Section 2: All funds received, handled and expended shall be accounted for as specified by the Board.

Section 3: Annual dues or special assessments for the various classes or membership shall be established by a two-thirds (2/3) majority of the voting membership and shall be recorded in the minutes. All such amounts shall stand until a change is voted and recorded.

Article VI OFFICERS

Section 1: The officers of the Association shall be the President, President-Elect, First Vice President, Secretary, Treasurer, one Alternate Treasurer/Director, and three Directors. This group shall constitute the Board of Directors.

Section 2: Active and Associate members only shall be eligible for election as officers of the Association and must work and reside on Montana.

Section 3: President, President-Elect and First Vice President shall serve for one year in their respective offices. The four Directors, Secretary and Treasurer shall be elected for two (2) years, terms to be alternating. The Alternate Treasurer/Director, one Director, and the Secretary shall be elected during even numbered years, and two Directors and the Treasurer shall be elected during odd-numbered years.

Section 4: The Secretary shall keep full records of all proceedings of the Section and have the custody of all records and papers belonging to it, unless otherwise provided for, shall notify in writing all officers not present of their election and all members of committees of their appointment; shall give notice of the time, place, and purpose of all meetings, and shall conduct the correspondence of the section and of the Board of Directors.

Section 5: The duties of the Officers shall be implied by their respective titles, and any other duties that may be specified in the By-Laws or as directed by the Board.

Section 6: In the event of a vacancy in the office of President, President-Elect, First Vice-President, Secretary, Treasurer, Alternate Treasurer/Director, or Directors the procedure specified by the By-Laws or the Board shall be followed.

Article VII BOARD OF DIRECTORS

Section 1: The Board of Directors, within the framework of the By-Laws, and with the guidance of the minutes, shall serve the Association by conducting the regular business of the Association during the intervals between meetings of the membership. The proceedings of its meetings shall be distributed to the members of the Association and they shall not have the power to establish any policy of the Association.

Section 2: The President of the Association shall be Chairman of the board.

Section 3: A quorum of the Board shall be a simple majority of the number of Directors with voting privileges. No Board business may be carried out without a quorum.

Section 4: The Board, in addition to its other powers and duties, as implied by its title, shall have the authority to develop and maintain a Policy for guidance in conducting the affairs of the Association within the framework of the Constitution and By-Laws.

Section 5: The Board may take action in or out of session. Board actions taken while in session, unless otherwise provided in the constitution and By-Laws, and actions taken out of session shall be by a majority vote of all members eligible to vote.

Article VIII MEETINGS

Section 1: There shall be at least two business meetings a year, a Spring Meeting and a Fall Meeting, held at a time and place fixed by the Board.

The **Fall Meeting** shall include, but shall not be limited to:

- a. Certification of all election and balloting results.
- b. Election of Officers.
- c. The Treasurer's Report.
- d. Report of Standing Committees.

The **Spring Meeting** shall include, but not be limited to:

- a. Treasurer's Report.
- b. Report of Standing Committees.

Section 2: Special meetings may be called or authorized at the discretion of the Board.

Section 3: Notification of all Association meetings shall be given in writing at least fifteen (15) days in advance of such meetings.

Article IX

ELECTIONS

Section 1: Elective officers shall be nominated by the Nominations Committee.

Section 2: The Nominations Committee shall make one (1) nomination for each elective office except President. When the President-Elect cannot assume the office of President, the committee shall place a name in nomination for that office. In order to maintain consistency in the previous year's policies, a nomination of one of the members of the Board of Directors is recommended to fill the President's office.

Section 3: Nominations from the floor at the Fall Business Meeting will be accepted.

Section 4: The voting members shall annually elect, by majority of secret ballots cast, a First Vice President for the expiring term. When the President-Elect cannot assume the office of President, or the 1st Vice President cannot assume the office of President-Elect, a President and President-Elect shall also be elected. The Directors, Treasurer, and Secretary shall be elected upon termination of office.

Article X

COMMITTEES

Section 1: The President shall appoint the Chairman and members of all committees, with approval of the Board, except as otherwise set forth in the Articles of Incorporation and By-Laws. Additional committees may be appointed by the President as the need occurs.

Section 2: There shall be the following standing committees:

- a. Committee of the Board of Directors.
- b. Nominations Committee.
- c. Awards Committee.
- d. Articles of Incorporation and By-Laws Committee.
- e. Resolutions and Legislation Committee.
- f. Conference Planning Committee

Section 3: The Nominations Committee shall consist of at least three (3) members, one (1) of whom shall be the First Vice President who shall serve as Chairman, and the others who shall be appointed by the President.

Section 4: The Awards Committee shall consist of at least three (3) members, one (1) of which shall include the First Vice President who shall serve as Chairman, and administer the Association's Awards Program in accordance with the policies established by the By-Laws. The others shall be the President-Elect, and previous recipients of any Association award. In the case past award recipients are unable to serve, committee vacancies may be filled by any member in good standing. Sub-committees for specific awards may be established, provided the name, purpose and selection procedures have been reviewed by the Awards Committee.

Section 5: The Articles of Incorporation and By-Laws Committee shall consist of at least three (3) members. It shall study, prepare and recommend revisions to the Articles of Incorporation and By-Laws, as may be determined by the needs of the Association.

Section 6: The Resolutions and Legislation Committee shall consist of at least three (3) members. It shall report on each resolution referred to it with a recommendation for the Board at any Business Meeting.

Section 7. The Conference Planning Committee shall consist of at least three (3) members one of which shall be the President-Elect, who shall serve as Chairman, and others who shall be the First Vice President and President; additional members may be appointed by the President.

Article XI

AMENDMENTS

Section 1: Amendments of the Articles of Incorporation and/or By-Laws may be proposed by the Board, the Articles of Incorporation and By-Laws Committee, or any member in good standing.

Section 2: The proposed amendment shall require a three-fourths (3/4) favorable vote of the members attending any business meeting, or by a three-fourths (3/4) favorable vote of all the membership by mail ballot.

Section 3: The members of the Association shall be promptly notified of all amendments to the Articles of Incorporation and/or By-Laws.

Section 4: In all matters of procedure not covered by the Articles of Incorporation and/or the By-Laws, the provisions set forth in Robert's Rule of Order shall be complied with.

History of Revisions

(List changes made and the purpose)

October 5, 1994 *The only changes that appear to have been made were to change the name of the association from “section” of the national to the “Montana Affiliate”. This needs to be checked in the minutes, however.*

October 7, 1998 *Two additional members were added to the Board of Directors. Changes were made to Article VI, section 1, and section 3 of the Constitution and Article VI, Section 1 of the By-laws to reflect these changes. The purpose of this change was to allow expanded membership on the Board to reflect the size of our organization (about 110 at the time of the change) compared to its size when founded.*

September 29, 1999 *Changed title from Constitution to Articles of Incorporation, Redefine membership classifications and dues, add clarification to committee organization and duties, add “Donald E. Pizzini Outstanding Achievement Award”, additional changes made to maintain consistency with NEHA Articles of Incorporation and By-Laws.*

October 7, 2009 *added the “Excellence Award” and changed wording to include the First Vice President under Article V Section 4 of the By-Laws as a result of re-structuring the Board as a means to provide continuity for succeeding Presidents. Therefore, Article VI, Section 1 of the Articles of Incorporation was changed to incorporate the First Vice President position. The intent for adding a First Vice President is based upon natural succession into President-Elect which then progresses into President. The First Vice President is a three year commitment, and should better prepare and equip the President during term. In addition, an Alternate Treasurer/Director position was also added to provide a back up for the Treasurer. The Past President position has been eliminated from the Board and will serve in an unofficial capacity. Article VI, Section 2 of the Articles of Incorporation has added wording “and must work and reside in Montana.” In Article VI, Section 3, the Past President has been replaced with the First Vice President, and the Alternate Treasurer/Director has replaced the previously worded “two Directors elected during even numbered years.” In Article VI, Section 6, the newly adopted position titles were added to reflect changes of the Board. Article IX, Section 4 has been revised to replace the President-Elect in exchange for the First Vice President to be elected annually. The First Vice President has also been added to indicate the need for re-election if the First Vice President is unable to serve as President-Elect. The Treasurer and Secretary was also relocated from the sentence stating “the voting members shall annually elect” and placed into the sentence stating “election upon termination of office.” Article X, Section 3 of the Articles of Incorporation is changed and the Immediate Past President has been replaced by the First Vice President. Article X, Section 4, the First Vice President replaces the President-Elect as Chairman. Additionally, other committee members shall include the President-Elect, and past award recipient of any award (rather than previous award recipients of the Outstanding Sanitarian award only), or any member in good standing. Article X, Section 7 changes entail replacing the President as Chairman with the President-Elect. The President and First Vice President have been added and shall also serve on the committee. Most of the changes to the By-Laws and Articles of Incorporation are a result of re-structuring the Board and re-assignment of duties previously occupied by the Past President and/or President. The re-structuring is also meant to relieve the President of conference planning duties and to sanction the President as a figure head and representative of MEHA for other organizations.*