REVISED BYLAWS

of the

MISSOURI MILK, FOOD AND ENVIRONMENTAL HEALTH ASSOCIATION

Adopted April 2009

ARTICLE I

NAME AND HISTORY

The name of the organization is the Missouri Milk, Food and Environmental Health Association, hereinafter, the Association. The Association shall constitute the legal successor of the Missouri Environmental Health Association and the Missouri Association of Milk and Food Sanitarians and, as such, shall absorb all of the assets, liabilities and legal obligations of those organizations. The Association is a not-for-profit corporation of the State of Missouri and a tax-exempt organization as established under the United States Internal Revenue Service, Rule 501(c)(3).

ARTICLE II

OBJECTIVES

The Association is formed:

1. To provide a Missouri State Affiliate of the National Environmental Health Association (NEHA) and/or International Association of Food Protection (IAFP).
2. To provide a single unified professional organization for all Sanitarians and other Environmental Health Professionals, hereinafter collectively referred to as Sanitarians, in the State of Missouri, and to encourage and promote cooperation and good fellowship between them.
3. To foster, promote and implement the aims, purposes and intents of the National and International Sanitarians' organizations within the State of Missouri when such aims, purposes and intents are not in conflict with the provision of these Bylaws or the wishes of the Associations' members.

4. To promote professional registration and provide support for the Missouri Board of Certification of Environmental Health Professionals.
5. To promote the sciences and the arts for the advancement of public health as it relates to the environment.
6. To recognize the obligation of Sanitarians to the public, and to the government agency or private industry by which they are employed and to guard their interests honestly and wisely.
7. To obtain the highest attainable standard of health for every human being without regard to race, gender, religion, cultural background, economic or social condition.
8. To obtain public recognition of the training qualifications, abilities and performance of Sanitarians.
9. To cooperate with other professional groups in advancing the public health through improved milk, food, institutional and environmental technology.
10. To work for the improvement of sanitary quality of milk, food, institutional and environmental conditions in Missouri.
11. To encourage the development if supplies to improve the safety of dairy, food, institutional and environmental products and equipment.
12. To encourage the improvement in both safety and sanitation in institutions and participate in infection control as related to sanitation.
13. To inform the membership of legislative issues affecting the professional status of Sanitarians or the sanitary conditions of the State of Missouri.

ARTICLE III

OFFICERS AND EXECUTIVE BOARD

Section 1. The officers of this Association shall be a President, President Elect, Vice-president, Secretary and, Treasurer and, except for the President**,** shall be elected by a majority ballot at the Annual Business Meeting of the Association**.** The Officers shall hold office for one year, or until their successors are elected. The Officers and Executive Board shall be members in good standing of the Association at the time of their nomination and throughout their term in office.

Section 2. The Executive Board shall consist of the President, President Elect, Vice-President, Secretary, Treasurer**,** the immediate Past President and Board Advisor, if desired (non-voting).

Section 3. A majority of the Executive Board shall be composed at all times of members who are officially connected with Federal, State, County, or Municipal Government or with an educational institution. If the status of any member of the Executive Board changes during term of office so that a majority of members officially connected herein, is not maintained in the Executive Board, then such member shall be deemed ineligible, without prejudice, for that office and such office shall be declared vacant.

Section 4. The members of the Executive Board shall serve without compensation but may receive their actual and necessary expense incurred in the performance of their duties on the Board, provided that no funds shall be dispensed for such purposes without approval of the Board.

Section 5. No officer, or member of the Association, shall be personally liable for the debts of the Association.

Section 6. If at any time an office becomes vacant it shall be filled by appropriate succession and/or the Executive Board shall appoint a qualified member to fill the vacancy until the next Annual Business Meeting.

Section 7. An officer of the Association may be requested to resign, after just cause and due process as presented in Roberts' "Rules of Order, Newly Revised", by two-thirds majority vote of the entire Executive Board. If the officer refuses to resign, the Executive Board by a two-thirds majority vote, may suspend all duties and powers of the officer until the Annual Business Meeting, where a vote will go before the membership to remove the officer as stated in Section 8.

Section 8. An officer of the Association may be removed from office for cause by a two-thirds majority vote of those in attendance at the Annual Business Meeting, or by a majority vote of those in attendance at the Annual Business Meeting when intent has been given to members at least 30 days in advance, or a majority vote of the entire membership, whichever is the most practical to obtain.

ARTICLE IV

PRIVILEGES AND DUTIES OF OFFICERS AND EXECUTIVE BOARD

Section 1. It shall be the duty of the Executive Board to direct the affairs of the Association when not in annual session.

Section 2. It shall be the duty of the President to preside at all meetings of the Association, appoint all committee chairpersons and approve all committee members, fill vacancies on the Board of Certification for Environmental Health Professionals by appointing qualified individuals, with the consent of the Executive Board, as specified in the Certification Boards' Procedural Manual, appoint Board Advisor to the Executive Board, if desired, and shall perform such other duties as are usually deemed appropriate for, or required of, a presiding office by the Association.

Section 3. The President Elect shall perform the duties of the President, when the President is absent, and shall be automatically nominated for the office of President.

Section 4. The Vice-President shall assume the duties of the President in the absence of the President and the President Elect.

Section 5. The Treasurer shall receive and have charge of all funds of the Association and shall deposit same in a depository designated by the Executive Board. The Treasurer shall pay all obligations of the Association out of the funds of the Association, but only when such expenditures are within the budget appropriations approved by the Executive Board or upon other approval of the membership. The Treasurer shall give a written report on the status of the treasury at each meeting of the Association and its Executive Board, and shall submit a written report of the complete finances of the Association to the members present at the Annual Business Meeting, covering all income and disbursements during the months since the last Annual Business Meeting.

Section 6. The Secretary shall keep all minutes of meetings of the Association and its Executive Board; shall receive, have charge of, and preserve copies of correspondence of the Association and all other records documents and effects of the Association except the financial records; shall carry out all administrative duties that are necessary to implement the official policies adopted by the Association.

Section 7. It is the duty of the Board Advisor, if appointed, to advise the Executive Board in matters of history of the organization, past and current policy. The Board Advisor is a non-voting member of the Executive Board and must be a member in good standing of the Association at the time of appointment and throughout their appointed term..

Section 8. It shall be the privilege of the President to attend the national meeting of choice, either NEHA or IAFP, at the expense of the Association. The Association shall also send a delegate, selected by the Executive Board, to the meeting not chosen by the President. Funds for delegate expenses shall be appropriated from the Association's current fiscal year receipts.

Section 9. The President, President Elect and Vice-president must, prior to nomination and election to office, be a member in good standing of the Association. Within 30 days of accepting office the individual must also be a member in good standing with one of the affiliated national organizations, NEHA or IAFP.

Section 10. The President shall be a member of both NEHA and IAFP during his or her term of office. The Association will reimburse the President for the dues of one of the national associations memberships.

ARTICLE V

COMMITTEES AND THEIR DUTIES

Section 1. Standing committees of the Association shall have no fewer than three (3) members, consisting of the Chairperson, who is appointed by the President**.** The Chairperson selects committee members and presents them to the President for approval. All committee members shall serve until their successors have been approved. A majority of a committee's members shall constitute a quorum and a majority of a quorum present shall be sufficient to decide any issue. The Chairman of each committee shall set the time and place of each meeting and shall notify each member thereof at least forty-eight hours before such time. In addition to the duties prescribed herein, each committee shall perform such other duties as assigned to it by the President, the Executive Board, or the membership, and shall assist all other committees in the performance of their duties within the field assigned.

Section 2. The standing committees of the Association shall be: Membership, Legislative, Bylaws and Resolutions, Program and Educational Conference, Public Relations, Nominations, Necrology and History, Awards, Technology, Auditors, and Past Presidents.

A. The **Membership Committee** shall recruit additional members for the Association and strive to maintain the active participation and membership of all members.

B. The **Legislative Committee** shall do those things necessary to inform the membership of legislative issues affecting the professional status of Sanitarians or the sanitary condition of the State of Missouri.

C. The **Bylaws and Resolutions Committee** shall study and make recommendations concerning all proposed changes in these Bylaws and of all proposed resolutions submitted for adoption by the Association. This committee should be chaired by a Past President whenever possible.

D. The **Program and Educational Conference Committee** shall provide an interesting and worthwhile program at the meetings of the Association and at the Annual Educational Conference. This committee shall be chaired by the President Elect.

E. The **Public Relations Committee** shall publicize the activities of the Association and the Profession of the Sanitarian, and this shall include the publishing and distribution of the newsletter to each member on a bi-annual basis.

F. The **Nominations Committee** shall, prior to the Annual Business Meeting at the Annual Educational Conference each year, meet and nominate at least one active member to each of the offices of President Elect, Vice-president, Secretary, and Treasurer. They shall ascertain that the persons nominated are qualified for nomination as provided in Article III, Sections 1 and 3 and Article IV, Section 9 and will accept the nomination. The committee shall then notify the secretary of the names of the nominees. The committee shall be chaired by the Immediate Past President.

G. The **Necrology and History Committee** shall recognize deceased members and keep records of events relating to the organization's meetings.

H. The **Awards Committee** shall administer the awards program of the Association. These awards shall include those available from the two national associations. The committee shall be chaired by the Vice-President.

I. The **Technology Committee** shall be responsible for website management and technological advancement.

J. The **Past Presidents Committee** should be chaired by the Immediate Past President, who forms an active liaison between the present Executive Board and the past Presidents. The role of the committee is to advise the President on matters that may have long-term implications on the success of the Association. The committee may be convened anytime the President deems necessary but should convene at least annually the day of the Annual Educational Conference Meeting.

K, The **Audit Committee** shall examine and annually audit the accounts of the Treasurer, all other financial accounts of the Association, the accounts of the Missouri Board of Certification and make a full report of the condition of the s ame at the Annual Business Meeting." (When appointing members to this committee some knowledge of bookkeeping would be helpful and staggered, multiple years commitment is recommended for continuity.)

Section 3. At the President's discretion, or when so instructed by the Executive Board or the membership, other committees shall be appointed as deemed necessary. However, whenever possible, all work should be performed by the appropriate body herein. Any special committee shall function under the rules set forth in Section 1 of this article.

ARTICLE VI

MEMBERSHIP

Section 1. The membership of the Association shall be composed of Active, Associate, Corporate, Honorary, Life and Student Members.

Section 2. An **Active Member** shall be a person who qualifies as a Sanitarian and is employed by a governmental agency, or private industry, in public health, environmental health or quality control.

Section 3. An **Associate Member** shall be a person, firm, or corporation interested in the promotion of environmental hygiene or the advancement of related health professions. An Associate Member is privileged to be represented by one person on the floor at each Annual Business Meeting, but such representative shall not be entitled to vote.

Section 4. A **Corporate member** shall be a State, District, County, or City Board of Health; or other body, corporation, or organization engaged or interested in at least one of the stated objectives of the Association. A Corporate Member is privileged to be represented by one person on the floor at each Annual Business Meeting, but such representative shall not be entitled to vote.

Section 5. An **Honorary Member** shall be a person whose practical or scientific knowledge in matters relating to public health, environmental control or quality control and whose activities and accomplishments in those fields during their career shall entitle him/her to special recognition by the Association. Honorary Members shall be nominated by the Executive Board and approved by the Active members. Honorary Members shall have the same privileges as Active Members, but shall not be required to pay dues.

Section 6. A **Life Member** shall be a person who has made substantial contributions to the objectives of this Association and has paid active membership dues continuously for 25 years, or who has paid membership dues for 30 years. Life Members shall be nominated by the Executive Board and approved by the Active members. Life Members shall not be required to pay dues.

Section 7. A **Student Member** shall be a person who is enrolled as a full time student in an accredited school pursuing a degree in public health, environmental health or quality control, or a related health profession. A Student Member may attend the Annual Business Meeting, but shall not be entitled to vote.

ARTICLE VII

MEMBERSHIP AND DUES

Section 1. Active members of the Missouri Milk, Food and Environmental Health Association shall pay annual dues as determined by the Executive Board and approved by a majority of the voting members attending the Annual Business Meeting.

A. Members who elect membership in the International Association of Food Protection shall be responsible to pay the current dues required by IAFP to that Association.

B. Members who elect membership in the National Environmental Health Association shall be responsible to pay the current dues required by NEHA to that association.

Section 2. Each Association Member shall pay annual dues as determined annually by the Executive Board.

Section 3. Each Corporate Member shall pay annual dues as determined annually by the Executive Board.

Section 4. Each Student Member shall pay annual dues as determined annually by the Executive Board.

Section 5. Any person having once become a member may continue membership in the Association so long as the annual membership dues are paid except as provided in Section 6 of this Article. Any member, who shall fail to pay annual dues within thirty (30) days following the Annual Educational conference and after having been notified by the Treasurer that said dues are delinquent, may be dropped from membership. Any member so dropped may, within 120 days thereafter, be reinstated to their former membership classification by paying membership dues for that year.

Section 6. A member of the Association may be expelled for due cause upon recommendation of the Executive Board, after opportunity for a hearing by the Board, and majority vote of the members at any Annual Business Meeting.

ARTICLE VIII

MEETINGS

Section 1. The Association shall, unless extraordinary circumstances are declared by the Executive Board, provide an Annual Educational Conference, hereinafter the AEC. The AEC shall be held for at least three (3) days at a location recommended by the Executive Board and approved by the members at the Annual Business Meeting the year prior to each AEC. The location and dates shall be selected at least one year in advance whenever possible.

Section 2. The Annual Business Meeting shall be held during the AEC. Transaction of the Association's business shall be done at the Annual Business Meeting and a quorum shall consist of a simple majority of the voting members present and voting.

Section 3. The Executive Board shall meet at least four (4) times per year, at a time and place selected by a majority of the Executive Board. These meetings should fall into the following time frames: May-June, September-October, December-January, April and at any other time when deemed necessary.

Section 4. Special meetings of the Association, or of regional groups of the membership, may be called by the Executive Board. Due notice shall be given to the members by the Secretary.

Section 5. The Association shall be governed by Roberts' "Rules of Order, Newly Revised," where applicable and not in conflict with these Bylaws or rules of order. Voting by proxy shall not be permitted.

ARTICLE IX

MISSOURI BOARD OF CERTIFICATION FOR ENVIRONMENTAL HEALTH PROFESSIONALS

Section 1. Membership of the Board of Certification shall be as prescribed in its Procedures Manual, with the exception that two members belong to the Missouri Environmental Health Association and three members belong to the Association.

Section 2. An annual report from the Missouri Board of Certification shall be presented at the Annual Business Meeting of the Association by the Chairperson of the Board of Certification or their designee.

Section 3. Changes to the Certification Board's Procedures Manual shall be made upon recommendation by the Certification Board with approval of the Association's

Executive Board.

Section 4. Should the Association decide to drop sponsorship of the Missouri Board of Certification, sponsorship of the Board of Certification shall revert to the Missouri Environmental Health Association as long as that organization exists.

ARTICLE X

DISSOLUTION CLAUSE

Upon the dissolution of the corporation, The Executive Board shall, after paying or making provisions for the settlement of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

STANDING RULES

From time to time the Association may adopt, amend, or rescind certain standing rules related to the details of the administration of the Association. The rules may be adopted, amended, or rescinded with, or without, prior notice at the Annual Business Meeting by a majority of the voting members in attendance.

ARTICLE XII

AMENDMENTS

Any member may propose amendments by submitting them in writing to the Bylaws and Resolutions Committee at least 90 days before the date of the Annual Business Meeting. The Bylaws and Resolutions committee shall forward their recommendations to the secretary and

Executive Board at least 60 days before the Annual Business Meeting. The Secretary, at least 30 days before the date of the next Annual Business Meeting, shall have all proposed amendments or changes published in the Associations' Newsletter or mailed to all members. A two-thirds affirmative vote, of the voting members present and voting, shall be required to carry the amendment, or change, which shall become a part of the Bylaws, effective as of the date approved.

STANDING RULES

1. Active membership shall be $15.00 annually.

2. The fiscal year shall be January 1st to December 31st.

3. The Annual Educational Conference (AEC) shall begin on the first Wednesday in April unless held in conjunction with a national affiliate meeting of NEHA or IAFP.

4. Funds for delegates' expenses to national affiliate meetings shall not exceed $3000.00 collectively for actual expenses.

5. An Educational Fund of $500.00 a year be annually budgeted to be used to offset members in good standing, personal costs for taking professional and certification exams.

6. Refunds for conference expenses may be requested up to the day of the conference, and reimbursed in full. After the start of the conference, refunds will be made only by request, in the event of an emergency. The treasurer and/or Executive Board shall determine if such refund is appropriate.