

**BERKSHIRE COUNTY
BOARDS OF HEALTH ASSOCIATION**

Bylaws

As amended through November 3, 2010

Article I. Name

The name of this Corporation shall be the "Berkshire County Boards of Health Association" ("the Association").

Article II. Purpose

The purpose of the Association shall be to foster public health by providing service to boards of health and related agencies, whether public or private, by public education, by publicity and publication, by advice and appropriate action on legislation and governmental affairs, by applying for, implementing, coordinating, and administering grants on behalf of the Boards of Health of Berkshire County, and by all other services that may support or benefit the boards of health and the health of the public.

Article III. Membership

1. **Member Boards.** For the purposes of these bylaws, the term "member boards" shall mean, but not be limited to, health boards, selectmen acting in that capacity, health commissioners or any legal entity established under Mass. Gen. Laws ch. 111, §26, 27, and 30, and Mass. Gen. Laws ch. 41. § 1,102, A & B, that have paid their annual dues to the Association.
2. **Members.** Appointed or elected individuals, agents or professional staff comprising a Member Board.
3. **Associates.** Boards of Health, selectmen acting in that capacity, or health commissioners for the 32 towns and cities in Berkshire County are considered as associate members until annual dues are paid in full, at which time they become a Member Board. Interested individuals may become associates upon application to the secretary, election by the Executive Committee and payment of dues. Associates are eligible to participate in the affairs of the Association, but are not eligible to hold elective office or to vote at Association meetings. By approval of the Executive Committee, associate members may serve and vote on its special committees.
4. **Honorary Members.** Individuals recommended by the Executive Committee may be elected by the Association as Honorary Members.
5. **Dues.** The Executive Committee shall propose a schedule of dues for member boards and associates to be adopted by vote of the Association. Honorary Members shall be exempt from dues. The fiscal year shall be from January 1 to December 31. Dues shall be paid on an annual basis.

Article IV. Officers and the Executive Committee

1. **Composition.** The officers of the Association shall be a president, a vice president, a treasurer-secretary. The Executive Committee shall consist of the officers and four members of the Association elected at large. Officers shall be elected for a two-year term at the annual meeting. The term commences at the conclusion of the annual

meeting and continues until such time a successor is qualified. No officer shall serve more than three consecutive terms in the same capacity. No officer shall concurrently serve as one of the four members elected at large on the Executive Committee.

The four members at large shall be elected for three-year terms, except that at the first election following the adoption of this bylaw, they shall be elected as follows:

two for a term of 3 years

one for a term of 2 years

one for a term of 1 year

Thereafter, each election shall be for a term of three years.

2. **Duties.** The duties shall be those prescribed by these bylaws and by the parliamentary authority adopted by the Association. The Executive Committee shall meet at least yearly on call of the President with 30 days written notice. Special meetings may be called on 7 days written notice by the President. A quorum of four members is required for all meetings of the Executive Committee. All business voted upon by the Executive Committee requires a majority vote of the entire Executive Committee, said vote may be taken by fax, online or duly recorded telephone calls. Any duties given individually to an Executive Committee officer may be delegated to staff, with the approval of the Executive Committee.

- A. **Executive Committee.** The Executive Committee shall have full authority and power to manage and conduct the business and affairs of the Association and to exercise its powers to control the expenditure of Association funds, including, but not limited to, dues fees, grants and loans, and to initiate the request for borrowing of money and the pledge of its credit subject to be voted by Association members. Expenditure of funds shall be made only upon a majority vote of the Executive Committee. Individual invoices, in accordance with budgets already approved by the Executive Committee, may be approved by the President. A verbal or written report of expenditures shall be presented to the Association at its annual meeting. It shall fill all vacancies other than that of President, It shall determine the general policies, and act for its own interest in any way not inconsistent with the bylaws,

- B. **President.** The president shall preside at all meetings of the Association and the Executive Committee. S/he shall be a member ex-officio of all committees. Unless otherwise directed, s/he shall appoint all special committees and designate their chairpersons,

- C. **Vice President.** The vice-president shall assume the duties of the President in his or her absence or disability, and in the event of the President's death or resignation shall become the President for the remainder of the term.

- D. **Treasurer-Secretary.** The treasurer-secretary shall be responsible for the minutes of the meetings of the Association and the Executive Committee; shall keep the records of the Association, and a roster of membership; shall send out written notices of meetings, inform members of their election or appointment to office, and conduct correspondence not otherwise provided for. S/he shall assist the President in the preparation of the agenda for meetings and shall present an

annual report. Under the direction of the Executive Committee, the treasurer-secretary shall be the custodian of the Association funds. S/he shall receive all funds and deposit the same in banking institution as shall be authorized by the Executive Committee in an account under the Association name. S/he shall pay the bills of the Association under provisions determined by the Executive Committee. At the annual meeting, at such other times as requested by the Executive Committee, the treasurer-secretary shall present a financial statement. The treasurer-secretary shall be bonded in an amount to be determined by the Executive Committee.

3. **Vacancies.** Any vacancy, except that of President, however occurring, shall be filled by the Executive Committee until the next annual meeting, New President shall be named by Executive Committee as soon as possible.
4. **Officer Requirements.** Each member of the Executive Committee, if that person ceases to be a member of a member board, shall be entitled to serve until the next annual meeting.
5. **Signature Authorization.** Except as the Executive Committee or the bylaws may generally or in particular cases authorize the execution thereof in some other manner, all legal documents, with the exception of checks, shall be signed by the President.

Article V. Meetings

1. **Annual Meetings.** The annual meeting of the Association shall be held between the last week of September and the last week of November for the purpose of election of officers, members at large, and members of the nominating committee; to hear the reports of the treasurer-secretary and to transact such other business as may properly be brought before the members. The call of the meeting shall be no less than 30 days written notice to all members.
2. **Special Meetings.** Special meetings of the Association may be called by the President or by the Executive Committee, and shall be called by the treasurer-secretary upon written application by at least ten percent of the members in good standing. The secretary shall send written notice to all members no less than thirty days before the date of the meeting.
3. **Voting.** Each member of the Association in good standing will be entitled to one vote, A majority of these votes shall transact the business of the meeting, unless otherwise indicated in these bylaws, or the adopted parliamentary authority.

Article VI. Standing Committee

1. **Program Committee.** There shall be a committee appointed by the Executive Committee which shall name its chairman and shall recommend programs for Association meetings for adoption by the Executive Committee and make arrangements for these meetings.
2. **Other Committees.** Such other committees are as authorized by the Association or the Executive Committee shall be appointed by the president, who shall be a member ex-officio of all committees, and who shall name the chairman unless otherwise specified in these bylaws.

3. **Procedure.** In situations in which debate is not necessary to considered action, the business of committees, including the Executive Committee, may be transacted by mail, email or telephone, the resulting action to be reported at the next meeting.

Article VII. Parliamentary Authority

The rules contained in Robert Rules of Order shall govern the Association in all cases in which they are applicable and in which they are not in conflict with these bylaws.

Article VIII. Amendment to Bylaws

These bylaws may be amended at any meeting by a two-thirds vote of the member boards present and voting, provided written notice of the intended amendment has been submitted to the members at least 30 days prior to the date of the meeting.

Article IX. Nomination of Executive Committee Members

Any member in good standing, including members of the Executive Committee, may nominate another member for election as an officer or member-at large. Nominations may be made in advance of the annual meeting via email or mail, and additional nominations shall be taken from the floor. Voting shall be by a show of hands for uncontested elections, or by paper ballot in contested elections. All members of member boards who are present at the annual meeting are eligible to vote.

Article IX. Dissolution

The Association may be dissolved by a two-thirds vote of the members present and voting at an annual meeting, provided prior notice shall have been given in writing 30 days in advance to the members. Upon a vote to dissolve, the officers at the time of the vote shall continue in office until the affairs of the Association are terminated. Upon dissolution of this corporation, its assets remaining after the payment of or due provision for all of its obligations shall be disposed of by the Executive Committee exclusively for the purposes of this corporation in such a manner as the Executive Committee shall determine, or disposed of to one or more organizations, selected by the Executive Committee, which qualify as exempt organizations, under S 501 (c) (3) of the Internal Revenue Code.