

**By-Laws**  
**NATIONAL BOARD OF PUBLIC HEALTH EXAMINERS**

**ARTICLE I**  
**Organization**

The name of this organization shall be The NATIONAL BOARD OF PUBLIC HEALTH EXAMINERS (DC), INC. (NBPHE). The NBPHE, organized under the laws of the District of Columbia, shall have its principal office in the District of Columbia, at such place as the National Board may direct.

**ARTICLE II**  
**Purposes**

The purpose of the NATIONAL BOARD OF PUBLIC HEALTH EXAMINERS is to ensure that graduates earning master's or doctoral degrees from public health schools and programs, accredited by the Council on Education of Public Health (CEPH), have mastered a prescribed set of public health skills and competencies. The NATIONAL BOARD OF PUBLIC HEALTH EXAMINERS shall accomplish these purposes through developing, preparing, administering and evaluating certification examinations for master's and doctoral graduates from CEPH accredited or pre-accredited schools and CEPH accredited or pre-accredited programs of public health.<sup>1</sup> The NATIONAL BOARD OF PUBLIC HEALTH EXAMINERS will issue and maintain records regarding certification of qualified individuals.

**ARTICLE III**  
**Governing Body**

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<sup>1</sup> Graduates who earned master's or doctoral degrees from schools or programs that were not accredited at the time of graduation will not be eligible to sit for the exam. Students who earn degrees from schools or programs that lose accredited status are eligible to sit for the credentialing exam only if their school was accredited at the time they were pursuing and awarded their degree.

The National Board shall constitute the governing body and have ultimate responsibility for establishing the organization's policy.

The National Board shall preserve its independence by appropriately addressing its composition and the mechanisms employed for the nomination and election of members.

### **Composition**

The National Board shall not be a membership organization. It shall consist of National Board members who shall, after a process established in these Bylaws, be appointed by various, non-affiliated organizations. These representative National Board members shall have responsibility and expertise in the core areas of public health and in education, research, and public health practice and evaluation. The composition will recognize and reflect the diversity that exists in the above areas. At least 75% of all National Board members shall hold a master's or doctoral degree from a CEPH-accredited school or CEPH-accredited program of public health.

SECTION 1. Members: The National Board shall have three types of members:

- (A) Elected at-large members. Members who are elected at-large shall be such persons as shall from time to time in the judgment of the National Board be needed to carry out its work and to represent public and other interests that shall be considered appropriate.
  
- (B) Representative members. Members who represent constituencies or perspectives appropriate to carry out the work of the National Board as follows:

- (a) four members nominated by the Association of Schools of Public Health (ASPH),
  - (b) two members nominated by the American Public Health Association,
  - (c) two members representing private sector public health employers, nominated by the Association of Schools of Public Health,
  - (d) two members, representing accredited public health programs, nominated by the Association for Prevention Teaching and Research,
  - (e) one member nominated by the National Association of County and City Health Officials, and
  - (f) one member nominated by the Association of State and Territorial Health Officials.
- (C) Honorary members. From time to time, in recognition of meritorious service to the National Board, honorary members of the National Board may be elected.
- (D) The total number of voting members of the National Board shall not exceed twenty-four. The total number of members-at-large shall be a minimum of six members and maximum of twelve.

## SECTION 2. Election

- (A) At-Large National Board members. At-large National Board members shall be nominated by the Nominating Committee and shall be elected by the National Board at its annual meeting by a majority of a quorum of the National Board. A broad variety of individuals and organizations shall be requested to submit suggestions for the nomination of new members of the National Board. Members-at-large shall be nominated and elected to the National Board so that multiple areas of experience and expertise may be represented in the membership.

- (B) Representative members. Representative members shall be nominated by those organizations and individuals named in Section 1. All representative members, once submitted, must be reviewed by the Nominating Committee and a recommendation forwarded to the National Board. All representative members, once nominated by their respective organizations, must be approved by the Executive Committee. If the Executive Committee does not approve of a nomination, the representative organization shall be asked to select another nominee.
- (C) Honorary Members. Honorary members shall be nominated by the Nominating Committee and shall be elected by the National Board at its annual meeting by a majority of members present and voting.

SECTION 3. Terms

- (A) Representative and at-large members shall serve a term of four years. Terms of office of one-quarter of the members of the National Board shall expire each year, so far as it is practicable. National Board members may serve up to two full four year terms, subject to re-nomination and re-election by the appropriate organization or committee at the conclusion of their first term. They can serve up to a maximum of ten years, allowing for serving a partial term as necessary to create staggered term membership of the National Board, or serving a partial term to complete a vacated term.
- (B) Honorary members shall be members of the National Board for life, without voting privileges.
- (C) A member may hold only one type of membership at any one time.
- (D) A member may resign at any time by giving written notice to the National

Board. Such resignation shall take effect at the time specified therein.

SECTION 4. Vacancies

- (A) A vacancy among the representative members shall be filled by nomination by the organization whose representative member's position has become vacant. An identified representative organization may terminate the term of any of its nominated members at any time and nominate another person to serve as its representative, unless the affected individual is elected to serve on the Executive Committee. All representative members, once nominated by their respective organizations, must be approved by the Executive Committee. If the Executive Committee does not approve a nominee, then the representative organization shall be asked to make another nomination.
- (B) Vacancies among the at-large members shall be filled by the Executive Committee after solicitation by the Nominating Committee of nominees from the entire National Board, and such election shall be subject to ratification by the National Board at its next annual meeting.
- (C) Any member elected to fill a vacancy during the interim between annual meetings shall immediately assume the duties and privileges of membership, but the term of such member, for purposes of reckoning longevity of service, shall be considered to begin with the next annual meeting.
- (D) Vacancies among the Executive Committee shall be filled in accordance with procedures for election or appointment provided for the positions on which these memberships are based.
- (E) The National Board can remove board members at any time for cause with a two-thirds majority vote.

## SECTION 5. Board Examinations

Such members of the National Board of Public Health Examiners who hold a master's or doctoral degree from a CEPH-accredited school or CEPH-accredited program of public health are strongly encouraged to sit for and pass the credentialing exam within two years of commencing service in office, or within two years of the date the exam is initially offered, whichever is later. Ten years from the inception of the National Board, all eligible members will be required to pass the NBPHE's credentialing exam within two years of commencing service in office.

## SECTION 6. Rights, Privileges, Duties

- (A) The National Board shall have the specific authority to establish any fees which will be charged to individuals or entities using the services of the National Board, most specifically the fee related to the development, administration and evaluation of the certification examination contemplated in Article II above.
- (B) Except as otherwise provided, all members of the National Board shall have the right to attend meetings, to be heard, and to vote therein, to be appointed to serve on committees, to be elected to office or to membership on the Executive Committee, and to perform such other services for the National Board as might be requested by its officers or might otherwise be appropriate. Board members will serve in a voluntary capacity.
- (C) Honorary members shall have the same rights and privileges as any other member except that they may not be elected to any office or to membership on the Executive Committee and may not vote at meetings.

ARTICLE IV  
**Officers**

SECTION 1. Nominations

The chair of the National Board, chair-elect and the secretary/treasurer shall each be nominated from among members of the National Board after suggestions are derived in a formal manner by the Nominating Committee from several sources, including from the entirety of the National Board, and shall be elected at the annual meeting of the National Board by a majority of all members present and voting. The position of immediate past chair is assumed automatically by the chair upon the completion of his or her term of service.

SECTION 2. Officers

There shall be a chair of the National Board, an executive director, who shall be a paid employee of the National Board, a chair-elect, a secretary/treasurer and such other officers as the National Board may designate. The chair, chair-elect and the secretary/treasurer shall be elected from the members of the National Board. The executive director shall be employed by the Executive Committee and during his or her tenure in office shall be an *ex officio* member of the National Board without voting rights.

SECTION 3. Chair of the National Board

The chair of the National Board shall be an elected officer and shall preside at all meetings of the National Board and the Executive Committee; shall serve as a member of the Finance/Audit Committee; may serve as an *ex officio* member of any committees except the Nominating Committee; shall appoint committees and define their duties except as otherwise provided in these bylaws; and shall have all other duties usually pertaining to the office. The chair may call special meetings of the Executive Committee or of the National Board.

SECTION 4. Chair-Elect

The chair-elect shall be an elected officer, shall serve on the Executive Committee, shall

serve as chair when the chair is absent and shall succeed the chair when the chair's term expires.

SECTION 5. Secretary/Treasurer

The secretary/treasurer shall be an elected officer and shall review the fiscal policies and procedures of the NBPHE; shall review as often as is deemed necessary the NBPHE's operating and capital budgets and management of invested funds; shall report to the National Board annually and to the Executive Committee at each regular meeting the financial status of the NBPHE with such recommendations as the secretary/treasurer consider indicated, and shall ensure that archival records and minutes related to the business of the Board are recorded and distributed to board members.

SECTION 6. Executive Director

The executive director shall be a salaried employee of the National Board and hold responsibility for ensuring the day-to-day operations of the organization. The Executive Committee will have authority for hiring and firing the executive director and will be responsible for establishing a contract of a fixed duration.

SECTION 7. Terms of Office

- (A) The chair, the chair-elect, and secretary/treasurer of the National Board shall assume office at the conclusion of the annual meeting at which they are elected and shall serve a term that extends through the annual meeting two years later, or until their successors are elected.
- (B) The executive director shall serve the board for the amount of time established in the employment contract, and any extensions or renewals thereof, or at the pleasure of the Executive Committee.
- (C) The chair and secretary/treasurer of the National Board shall be limited to one term in each office.

ARTICLE V  
**Executive Committee**

SECTION 1. Executive Committee Composition

There shall be a body of this organization known as the Executive Committee, which shall be responsible for implementing the policies established by the National Board and which shall have the full authority to act for the National Board between the Annual Meetings. The Executive Committee shall be composed of the elected chair of the National Board, the elected chair-elect, the elected secretary/treasurer, the appointed chairs of the Nominating and Testing committees, and the immediate past chair of the National Board. At least one Executive Committee member shall be an ASPH designee from a CEPH-accredited school of public health. The executive director is an *ex officio* member of the Executive Committee, but does not have voting rights on the Executive Committee. The Executive Committee shall meet at least once a year.

SECTION 2. Terms

The term of a member of the Executive Committee shall be two years. A member may serve no more than two terms as an elected member of the Executive Committee. Executive Committee members shall be members of the National Board for the duration of their tenure in the position on which their membership is based.

SECTION 3. Authority

In the interval between meetings of the National Board, the Executive Committee shall have full authority to act for the National Board, but it shall direct the policy and business of the Board in accordance with the will of the National Board expressed at its annual or special meetings. The Executive Committee may not act contrary to the will of the National Board as

expressed in its governing documents and policies. It shall report to the National Board at annual or other meetings all important actions ad interim. The Executive Committee shall meet at such time and place as it may determine or upon the call of the chair of the National Board or upon written request of two of its members.

- (A) The Executive Committee shall have the power to appoint the executive director. In the event of incapacity or vacancy in the office of executive director, the Executive Committee shall appoint an appropriate individual to the position. The Executive Committee may from time to time, in recognition of meritorious service to the National Board, recommend individuals as honorary members to the Nominating Committee of the National Board.
- (B) The Executive Committee shall upon recommendation from the secretary/treasurer adopt the annual budget of the NBPHE and present it to the National Board at its annual meeting for ratification. The Executive Committee shall hire external qualified accountants for an annual audit of the NBPHE.
- (C) The Executive Committee may initiate policy development or may receive policy proposals from the National Board. The Executive Committee further may evaluate, debate and recommend ratification of policies to the National Board.
- (D) The Executive Committee shall oversee all activities of the organization.

#### SECTION 4. Vacancies

Vacancies on the Executive Committee that occur between annual meetings may be filled

by a vote of a majority of the Executive Committee from among members of the National Board eligible for the position that has become vacant. A member elected by the Executive Committee to fill such a vacancy shall serve for the balance of the term of the vacancy. Such an interim term shall not be counted in reckoning the period of service of a member in regard to eligibility for future elections.

- (A) In the event of a vacancy in the position of immediate past chair, the Executive Committee may appoint by majority vote an individual from among members of the National Board eligible for a position as an elected member of the Executive Committee to serve until the current term of the chair expires.
- (B) If an elected officer becomes incapacitated, the Executive Committee may designate one of its members to act in his or her stead.

## ARTICLE VI **Committees of the National Board**

### SECTION 1. Standing Committees

The National Board shall have standing committees, and such other special committees as may be required to promote the objectives and interests of the Board. The standing committees shall be a Nominating Committee, a Testing Committee, a Finance Committee, and an Audit Committee. These committees will meet before or following meetings of the National Board, on conference calls, or other times as needed.

### SECTION 2. Terms

Members of standing committees shall serve no more than three consecutive terms of two years.

### SECTION 3. New Committees

The chair, in consultation with the Executive Committee and National Board, may appoint from time to time one or more committees to have such name or names, powers and duties as may be determined by the chair in consultation with the Executive Committee and the National Board. All such committees shall report to the Board when and as may be required by the National Board. The chair shall have the power to fill vacancies in, to change the membership of, or to dissolve any committee.

### SECTION 4. Nominating Committee

The Nominating Committee shall consist of at least three and no more than five members of the National Board named annually by the Executive Committee of the National Board. The Executive Committee shall designate one committee member to serve as chair of the Nominating Committee. The executive director shall serve on the nominating committee. The Nominating Committee shall be provided with information concerning the needs of the National Board for members with specific types of expertise and with guidelines concerning the process to be employed in eliciting suggestions for new members. At least one Nominating Committee member shall be an ASPH designee from a CEPH-accredited school of public health.

- (A) The Nominating Committee shall nominate at least one eligible member for each office and for each position as an elected member of the Executive Committee and an elected member of the National Board for which an election is being held.
- (B) The Nominating Committee shall solicit nominations for elected members from multiple organizations so that multiple areas of experience and expertise are represented in the membership.
- (C) The Nominating Committee may from time to time, in recognition of

meritorious service to the Board, nominate individuals for election as honorary members of the National Board.

SECTION 5. Testing Committee

The Testing Committee shall consist of at least three members of the National Board, and as many additional members external to the National Board as the National Board shall determine is appropriate to the stage and nature of the testing being developed at that time, to be appointed by the Executive Committee after suggestions for membership have been obtained from the National Board. Consultants will be used by the committee on an as-needed basis. The Executive Committee shall designate one committee member who is a member of the National Board to serve as chair of the Testing Committee. The Testing Committee shall have responsibility for oversight of all issues regarding exam development and delivery. At least one Testing Committee member shall be an ASPH designee from a CEPH-accredited school of public health.

SECTION 6. Finance Committee

The Finance Committee shall consist of the secretary/treasurer, the chair, the chair-elect, one additional Board member, and one individual external to the Board. The executive director will serve as an *ex-officio* member of this committee. The others shall be appointed by the Executive Committee, with suggestions for nominees for the external member being solicited from the entire Board. The chair of the Finance Committee shall be the elected secretary/treasurer. The committee shall review the annual budget of the NBPHE and recommend its adoption to the Executive Committee. The committee shall advise the Executive Committee and the National Board concerning the financial status of the NBPHE and, upon request, advise the executive director concerning financial matters. The committee shall review annually the management of any invested funds of the NBPHE.

## SECTION 7. Audit Committee

The Audit Committee reports to NBPHE Board and will be comprised of three or more NBPHE Board members. At a minimum, the Audit Committee will meet with the independent auditors, by telephone or in person, twice a year: during the audit planning phase and at the end of the audit. The Audit Committee's primary function is to assist NBPHE in fulfilling its oversight responsibilities with respect to (1) the audit of the organization's books and records and (2) the system of internal controls that the organization has established. The Audit Committee is responsible for the selection of the NBPHE's independent audit firm and has the authority and responsibility to evaluate and dismiss the independent audit firm. The ultimate accountability of the outside auditors is to NBPHE Board and the NBPHE Audit Committee. The Audit Committee will maintain an open and transparent relationship with the outside auditors. Subject to the prior approval of the NBPHE Board, the Audit Committee is granted the authority to investigate any matter or activity involving financial accounting and financial reporting, as well as the organization's internal controls. The Audit Committee will have access to the organization's external professionals to render advice and counsel in such matters. Financial audits will occur annually by a qualified accounting firm. The committee shall review with the officers and the external auditor the financial statements of the NBPHE and the external auditor's report and shall report and make recommendations to the Executive Committee and to the National Board on an annual basis.

## SECTION 8. Special Committees

Special committees may be created from time to time by resolutions of the National Board or the Executive Committee or by authority of the chair in consultation with the Executive Committee. Qualifications shall be specified in the resolutions creating the committee or at the time of its initial creation. The chair may designate one committee member to act as chair of that

committee. The necessity for the continued existence of a special committee is to be reviewed annually by the Executive Committee and the charge to and purpose of the committee are to be restated if continued existence is authorized.

## ARTICLE VII **Meetings of the National Board**

### SECTION 1. Annual Meeting

There shall be an annual meeting of the National Board at such time and place, as the chair of NBPHE shall determine, for the purpose of electing officers to act for the ensuing year and for the transaction of any and all other business that may be brought before the meeting.

### SECTION 2. Special Meetings

Special meetings of the National Board may be called at any time by the chair or a majority of the members of the National Board.

### SECTION 3. Meeting of the Executive Committee

The Executive Committee shall meet once a year and can meet additionally as needed. Additional meetings of the Executive Committee can be called for by the chair of the National Board or upon written request of two of its members.

### SECTION 4. Notice

Written or printed notice stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, either personally, by mail or by electronic means, by or at the direction of the chair or members of the National Board, whoever called the meeting, to all National Board members and, in the case of the annual meeting, to the official representatives of the representative organizations. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to such National Board member at

his/her address as it appears on the records of NBPHE, together with postage paid thereon.

#### SECTION 5. Waiver of Notice

Notice of the time, place, and purpose of any meeting of the National Board may be waived before or after any meeting, by any National Board member entitled to such notice, in writing signed by such member Presence without objection of any representative organization's official representative at any meeting shall also constitute a waiver of notice to such representative with respect to such meeting.

#### SECTION 6. Voting

Each National Board member is entitled to one vote, which shall be executed in person or by electronic transmission (with the exception that a representative member may designate another of his or her official representatives to execute the representative member's vote in his or her absence).

#### SECTION 7. Quorum

At any meeting of the National Board, a majority of the voting board members thereof, present in person or by electronic transmission, shall constitute a quorum for all purposes and a majority of the vote in such quorum shall be sufficient to pass any measure in such meeting.

### ARTICLE VIII **Contracts, Checks, Deposits and Funds**

#### SECTION 1. Contracts

The National Board may authorize any officer or officers, agent or agents of NBPHE, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NBPHE and such authority may be general or confined to specific instances.

#### SECTION 2. Checks, Drafts, etc.

All checks, drafts of other orders for payment of money, notes or other evidences of indebtedness issued in the name of NBPHE, shall be signed by such officer or officers, agent or agents of NBPHE and in such manner as shall from time to time be determined by resolution of the National Board.

### SECTION 3. Deposits

All funds of NBPHE shall be deposited to the credit of NBPHE in such banks, trust companies or other depositories as the National Board may select.

### SECTION 4. Fiscal Agent

The National Board shall have the authority to designate a fiscal agent.

## ARTICLE IX **Annual Report**

Annually the National Board shall call a meeting of the NBPHE at which duly designated representatives of those organizations composing NBPHE shall meet with the National Board to receive its annual report. Such report shall address itself to all aspects of corporation affairs, including:

1. A detailed report of all program activities undertaken or planned to advance the purposes of NBPHE;
2. A detailed financial report showing all income and expenditures and a detailed budget projection of all anticipated income and all planned or expected expenditures for the forthcoming year;
3. A detailed report of any projects funded through grants and contracts;
4. A detailed report regarding all elections and any amendments or proposed amendments to the by-laws of NBPHE.

**ARTICLE X**  
**Inspection of Books and Records**

All books and records of NBPHE may be inspected by any member of NBPHE, through its duly designated official representative, agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE XI**  
**Shares of Stock, Dividends, and Certain Loans Prohibited**

- (1) NBPHE shall not authorize or issue shares of stock.
- (2) NBPHE shall not pay any dividends.
- (3) NBPHE shall not make any loans to its directors or officers.

**ARTICLE XII**  
**Limitation on Activities**

No part of the net earnings of NBPHE or any other funds of NBPHE shall inure to the benefit of or be distributable to its directors, officers, other private individuals or organizations organized and operating for profit, except that NBPHE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as a corporation. Notwithstanding any provisions in these by-laws or in NBPHE's articles of incorporation, NBPHE shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax as described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue laws), (b) by an organization described in Sections 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future

United States internal revenue laws), or (c) by an organization described in Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

### **ARTICLE XIII Indemnification**

The National Board agrees to indemnify and hold the National Board members and any employee, agent, representative or trustee of the National Board, individually or any or all of the National Board members as a unit, harmless from any claim or demand, including reasonable attorneys' fees, made by any third party due to, or arising out of, their services to the National Board, its Executive Committee, and any standing or ad hoc committee of the National Board, acting pursuant to the terms of these bylaws or any other legal and valid instrument entered into or issued by the National Board, or in any capacity whatsoever for or on behalf of the National Board. The National Board, at its own expense, may purchase such insurance as will protect its members from any possible liability for actions taken in their capacity as national board members.

### **ARTICLE XIV Amendments**

Any of these by-laws may be altered, amended or repealed, and new by-laws may be adopted at any annual or special meeting of the National Board, by the affirmative vote of two-thirds of the voting members of the entire National Board, provided a minimum of thirty days notice is first given that the meeting is called for that purpose, all relevant materials are distributed to members of the National Board, and that notice is provided to the representative organizations in addition to the National Board members. Any amendments to these bylaws

shall be made in accordance with any applicable provisions of the Articles of Incorporation.