



## **Bylaws**

### **Article I – Name Location and Scope**

- Section 1. The name of this organization shall be the “Northern Occupational Safety and Health Association” (hereafter NOSHA) and its principal office shall be located in Grand Forks, North Dakota. The corporation may have such other offices within the State of North Dakota as the board of Directors may designate or as the business of the corporation may require from time to time.
- Section 2. The mission of the Northern Occupational Safety and Health Association (NOSHA) shall be to provide professional networking and training in safety, health and environmental practices.

### **Article II – Membership and Dues**

- Section 1. Membership in the NOSHA shall be open to any individual, organization, or business entity that actively supports the mission of the NOSHA. Each business entity shall have the right to cast one vote per purchased seat at all membership meetings.
- Section 2. The Board of Directors shall determine the amount of membership dues.

### **Article III – Officers, Directors and Committees**

- Section 1. The Board of Directors shall direct the business of the NOSHA. The Board of Directors shall be elected from the general membership and shall consist of ten voting members with the president or presiding officer voting only in the event of a tie. Directors shall be elected on a 3-4-4 cycle at the annual membership meeting and shall serve a term of 3 years. All members of the Board of Directors are to be volunteers and will serve without compensation.
- Section 2. Quorum for all NOSHA meetings shall consist of one more than half of the current members of the Board of Directors.

- Section 3. NOSHA will provide a meal for Board and Committee Chairs at the monthly board meetings.
- Section 4. The officers of the NOSHA shall be elected from and by the Board of Directors to serve a term of one year and shall include:
- a) President
  - b) Vice President
  - c) Secretary
  - d) Treasurer
- No member of the Board of Directors shall hold the office of President or Vice President for more than three consecutive terms, unless volunteers for these positions cannot be found.
- Section 5. The President shall be the presiding officer of the NOSHA and shall exercise supervision over all of its affairs. The President shall preside at all meetings.
- Section 6. The Vice President shall, in the absence of the President, be vested with all the powers of President.
- Section 7. The Secretary shall be responsible for maintaining proper records of the NOSHA meetings.
- Section 8. The Treasurer shall be responsible for maintaining proper records: monthly financial reports, external reporting (990N IRS nonprofit postcard, ND Annual Report, Trademark renewal) as well as all signature authorizations at the bank.
- Section 9. Any officer may be removed whenever determined by the Board of Directors to be in the best interest of the NOSHA. A two-thirds vote of the Board of Directors is necessary.
- Section 10. A vacancy in the Board of Directors, as well as a vacancy in any office of the NOSHA may be filled by the remaining members of the Board of Directors for the un-expired portion of the vacated term.
- Section 11. The Board of Directors may from time to time call special meetings, establish special program committees, and appoint a chairperson as necessary.

#### **Article IV – Finances**

- Section 1. The Board of Directors shall have supervision over all the financial business of the NOSHA.
- Section 2. The fiscal year of the NOSHA shall be from January 1 to December 31.

- Section 3. All purchases over \$300.00 must be approved by the majority of the Board and the authorization of the expenditure must be recorded in the minutes.
- a. Reimbursement/payment of said purchase must be validated on the NOSHA Expense Report with the signature of the Treasurer.

#### **Article V – Dissolution**

- Section 1 The Board of Directors must draft and approve the resolution to dissolve. Members must then vote on the director-approved resolution. A record of the actions must be documented and placed in the record of Minutes book.
- Section 2 After the membership has voted for the dissolution, a Certificate of Intent to Dissolve must be filed with the state of North Dakota. When stipulations of this document are met the Board or its appointee may file the Article of Dissolution.
- Section 3 After paying all filing fees and creditors any physical assets will be sold and the totality of liquid assets donated to the North Dakota Safety Council for the purpose of providing scholarships/grants/paid admission to their annual safety conference. NOSHA leaves the manner and method in which these scholarships/grants/paid admissions are distributed to the discretion of the North Dakota Safety Council.