

By-Laws

National Association of State Offices of Minority Health

ARTICLE I – NAME

1. The name of the organization shall be the **National Association of State Offices of Minority Health, Inc.** herein referred to as the **NASOMH**. NASOMH is a nonprofit organization incorporated in the State of Ohio. The fiscal year of NASOMH shall be January 1 through December 31.

ARTICLE II – PURPOSE

1. The National Association of State Offices of Minority Health (NASOMH) is a nonprofit organization principally made up of state directors and staff of the offices of minority health, multicultural health and health equity. NASOMH is dedicated to protecting and promoting the health and well-being of racial/ethnic minority communities and tribal organizations and nations in all fifty (50) states and territories. The Association serves as a conduit to develop and implement unified and innovative approaches to influence and shape policies and resources regarding minority health. NASOMH will:
 - a. Inform and advance national and state discussions on multicultural health, cultural and linguistic competence, workforce diversity, health equity, and the elimination of racial/ethnic disparities in health and healthcare.
 - b. Inform state and local governments of policies, rules and regulations to ensure capacity building, viability, sustainability and efficacy of State Offices of Minority Health.
 - c. Implement, monitor and evaluate training, research, community outreach, information dissemination, access to quality health care, practice and policy development.
 - d. Advocate for the development, collection, and use of federal and state level data systems to monitor health outcomes by race/ethnicity.

ARTICLE III – VISION AND MISSION

1. Vision Statement. To provide leadership in transforming the health of racial/ethnic minority communities, tribal organizations and nations.
2. Mission Statement. NASOMH's mission is to promote and protect the health of racial/ethnic minority communities, tribal organizations and nations, by preventing disease and injury and assuring optimal health and well-being.

ARTICLE IV – GUIDING PRINCIPLES

1. NASOMH's strength is in its ability to work across multiple sectors using unified approaches that encompass but not limited to the following: prevention, health promotion/education, care delivery, research and evaluation, and partnerships to specifically meet the needs of racial and ethnic minority communities, tribal organizations and nations to eliminate disparities, and ensure cultural competence in health care. NASOMH holds the following guiding principles for its actions:
 - a. **Health and Health Care Disparities Elimination.** We are committed to the elimination of health and health care disparities for racial/ethnic minority communities, tribal organizations and nations through the advancement of policy, data, research, and programs that address socioeconomic determinants of health.
 - b. **Capacity Building.** We seek to build the capacity of national, state and local governments, and communities to raise awareness of and to achieve health equity and eliminate health disparities.
 - c. **Community Empowerment.** We are committed to engaging and empowering racial and ethnic communities, tribal organizations and nations in innovative ways to address minority health and health disparities issues.

ARTICLE V – MEMBERSHIP

1. Membership Categories. The membership of the NASOMH shall consist of: State/Territory Designated Members comprised of State Office of Minority Health (SOMH) Directors and Liaisons; and Associate Members comprised of individuals or organizations that have interest in minority health and well being of racial and ethnic minority communities.
2. Membership Qualifications
 - a. State/Territory Designated Members. Regular voting membership shall be open to one Minority Health Director/Liaison. This representative shall cast one vote awarded to each state or territory on all matters before NASOMH. During a representative's absence, he/she shall designate, with prior notification to the Board Chair, a proxy to vote in his/her place. Such a delegated official shall have all the rights and privileges of membership vested in the director/liaison.
 - b. Associate Members. Associate voting membership shall be open to any public agency, private non-profit organization, academic institution, voluntary organization, tribal organization, and nation and any individual or organization working or interested in the area of minority health and the elimination of racial and ethnic health disparities.
3. Membership Application Process
 - a. State/Territory Designated Members. Application for State/Territory Designated membership shall be open to all established State Offices of Minority Health with the

rights and privileges defined in Article V, Section 2a. Continuing membership is contingent upon being up-to-date on membership dues.

- b. Associate Members. Application for associate membership shall be open to any organization or individual that meets the criteria in Article V, Section 2b. Continuing membership is contingent upon being up-to-date on membership dues.
4. When a State/Territory voting member relinquishes the position by virtue of which he/she was entitled to voting membership, he/she shall cease to be a State/Territory voting member. However, the person may choose to retain Associate Member status.
5. Membership shall be granted upon by a majority vote of the Board.
6. The Board shall have the authority to establish and define nonvoting categories of membership.
7. Membership Dues. Membership dues of NASOMH shall be recommended by the Resource Development Committee to the Executive Committee, ratified by vote of the Assembly of Members and paid annually to the NASOMH.

ARTICLE VI – MEETINGS OF MEMBERS

1. Annual Meeting. The NASOMH shall meet at least once a year at a time and place designated by the Board of Directors.
2. Special Meetings. The Executive Committee or a simple majority of the Board of Directors may call special meetings. A petition signed by ten percent of the voting members may call a special meeting. Notice of each meeting shall be given to each member, by mail or electronic mail, not less than fifteen days before the meeting.
3. Teleconferences. When it is not feasible to meet in person, the Board or Executive Committee may convene by teleconference or other electronic communications medium.

ARTICLE VII – QUORUM

1. A quorum for the Annual Meeting will be those members who register for and attend the meeting at the designated date and time. For the Board of Directors, the Executive Committee, and all Standing, Special or Ad Hoc committees, a quorum will be a majority of the membership of the respective committee. No official business can occur without a quorum.

ARTICLE VIII – BOARD OF DIRECTORS

1. Board Role, Size, and Composition.

- a. The Board of Directors is responsible for overall policy and direction of the NASOMH, and shall delegate responsibilities for day-to-day operations to the NASOMH's Executive Director and committees. The Board shall have the authority to determine business matters that pertain only to States and Territories and shall be voted on by only the State/Territory designated members.
 - b. The Board of Directors shall have no more than twenty members consisting of the five officers and fifteen members-at-large. At least two-thirds of the Board of Directors' membership must be comprised of State/Territory designated members. The board receives no compensation other than reimbursement of reasonable expenses incurred for approved board-related expenses.
2. Board Meetings. The Board of Directors shall meet at least quarterly, at an agreed upon time and place.
 3. Board Elections. Board members shall be elected by voting members. Board Members are divided into three classes for election purposes: Officers; State/Territory At-Large members; and, Non-Designated At-Large members. The number of officers plus State/Territory At-Large members must be at least two-thirds of the Board membership.
 4. Board Election Procedures.
 - a. The Nominating Committee shall be responsible for preparing a slate of nominees, seeking to preserve the diversity, geographic representation and balance necessary to enable the NASOMH to provide policy guidance on the broad spectrum of minority health issues. Nominees for officers are selected by the Nominating Committee. Any member representative may be nominated from the floor.
 - b. The election will be held by mail, electronic mail or in person in accordance with the election procedures established by the Board of Directors. Each member eligible to vote shall receive one ballot, and shall have a number of votes equal to the number of openings to be filled in the particular class of the ballot. These votes may be cast cumulatively within a class, where there is more than one vacancy. The nominees receiving the largest number of votes in each class of the ballot in the annual election shall be elected to those existing full term vacancies.
 - c. The nominating and election process shall adhere to a timeline and schedule that will allow voting to occur at least two months prior to the beginning of their term of office on January 1st.
 5. Board Member Terms. All Board members shall serve two year terms, but are eligible for re-election. However, no board member shall serve more than two consecutive two-year terms. To preserve continuity on the Board of Directors, the two-year terms shall be staggered. To facilitate staggered terms, half of those members elected to the Board in the first official election shall serve a one-time three-year term and the other half will serve a two-year term; thereafter, all annual elections will be for two-year terms. Board members shall begin serving

their two-year term of office on January 1st through December 31st of two fiscal calendar years.

6. **Board Meeting Quorum.** The Board of Directors must have a quorum of a simple majority before it can transact business and make and pass motions.
7. **Board Meeting Notice.** An official Board meeting requires that each Board member have written notice two weeks in advance.
8. **Board Members and Their Duties.** There shall be five officers of the Board consisting of a President, Immediate Past President, Vice President, Secretary, and Treasurer. There shall be ten State/Territory At-Large members, and five Non-Designated At-Large members of the Board. Their duties are as follows:
 - a. The **President** shall serve as an official representative of the NASOMH in its contact with governmental and other public and private agencies for the purpose of advancing the objectives and policies of this Association; convene regularly scheduled Board meetings; make appointments and fill vacancies as provided in these Bylaws; preside or arrange for other members of the Board to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.
 - b. The **Vice-President** will preside over meetings in the President's absence; serve at the request of the President as Chair of the Policy and Planning Committee; and perform such other duties as are provided in these Bylaws.
 - c. The **Secretary** shall be responsible for keeping record of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
 - d. The **Treasurer** shall make a report at each Board meeting. The Treasurer shall be a member of the Resource Development committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. Until NASOMH hires professional staff, the Treasurer and/or the Boards' designee will receive, distribute and account for all funds taken in on behalf of NASOMH.
 - e. **Immediate Past President** shall assist the President as requested; serve as a member of the Executive Committee; and serve at the request of the President as Chair of the Resource Development Committee.
 - f. **State/Territory At-Large Members** shall coordinate regular opportunities for communications among the State OMH Directors and Liaison in the respective State/Territory/Region they represent in order to give input to the NASOMH Board, to share ideas and foster innovation and collaborations.

- g. **Non-Designated At-Large Members** shall foster innovative ideas and build coalitions with other related organizations and associations and give input to the NASOMH Board.
9. **Board Succession.** Should the office of President become vacant, the Vice President shall assume the office of President for the unexpired term and the following term. Should the office of the Vice President become vacant, the office of the Vice President for the ensuing year shall be filled by election at the next annual meeting. Should both offices become vacant, the Secretary shall assume the office of President until the next annual meeting of the NASOMH. Should the office of Secretary or Treasurer become vacant the President shall appoint a successor from among the current membership at-large, who shall serve until the next annual meeting at which time the office shall be filled by election.
10. **Board Vacancies.** When a vacancy on the Board of Directors exists, the Nominating Committee will initiate the nomination process to fill the vacancy. This committee may receive nominations for replacements from present Board members and at-large members two weeks in advance of a Board meeting. These nominations shall be sent out to members, to be voted upon by mail or electronic mail. All vacancies will be filled only to the end of the particular Board member's term.
11. **Board Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. If a member organization notifies the Board that their representative who serves on the Board no longer represent the member organization, the person is no longer eligible to be a board members. A Board member may be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a majority vote of the remaining directors.
12. **Board Special Meetings.** Special meetings of the Board shall be called upon the request of the Executive Committee or one-third of the Board. The Secretary shall send out notices of special meetings to each Board member postmarked two weeks in advance.

ARTICLE IX – COMMITTEES

1. The Board may create committees as needed. There shall be six standing committees: (a) Executive; (b) Membership; (c) Resource Development (d) Policy and Planning; (e) Marketing and Publicity; and (f) Nominating Committee. The Board President appoints all committee chairs. Committee chairs must be members of the Board.
2. The President shall appoint Special Committees as may be necessary for the proper transaction of the business of NASOMH. All Special Committees shall consist of three or more members. The chair of each committee shall be appointed by the President.
3. It is the responsibility of the President to inform the NASOMH membership of the composition of all committees.

4. Executive Committee

- a. The five officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Executive Committee must provide meeting notices and agendas to all Board members and notify the Board of all decisions made at Executive Committee meetings.
- b. The Executive Committee shall exercise full control over the necessary expenditures of the NASOMH and shall submit the annual budget to the NASOMH for approval at the Annual Meeting. The annual membership dues shall be recommended by the Executive Committee and established by NASOMH at the Annual Meeting as part of the approved annual budget.

5. Membership Committee

- a. The Membership Committee is responsible for increasing the number of individual, organizational and institutional members of NASOMH and ensuring their retention. The Committee will seek members committed to an active involvement in eliminating health disparities across their greater communities. The Membership Committee shall abide by the defined set of roles and responsibilities agreed upon by the Board of Directors (see Charter of the Membership Committee).
- b. The Membership Committee Chair is appointed by the NASOMH Board President. The Committee Chair must be a member of the NASOMH Board. The term is normally two years and the Chair may be reappointed.
- c. The Membership Committee Members are appointed by the NASOMH Board President and Membership Committee Chair to represent a broad cross-section of NASOMH members. All NASOMH members are eligible. Participation on the Membership Committee will normally be from a term of one to two years, to be renewed with agreement of the Membership Committee Members, Membership Committee Chair, and NASOMH Board President.

6. Resource Development Committee

- a. The Resource Committee is responsible for identifying and soliciting diversified sources of funding including memberships, sponsorships, donations, gifts, grants, and entrepreneurial opportunities to fund NASOMH mission endeavor. The Resource Development Committee is committed to being consistently and constantly involved in fundraising affairs and to continually work toward creating an every-growing constituency in support of NASOMH. The Resource Development Committee is devoted to ensuring that NASOMH has adequate financial and other resources to carry out its programs and participate actively in fundraising. The Committee will oversee the financial operations of

NASOMH. Membership dues of NASOMH shall be recommended by the Resource Development Committee to the Executive Committee. The Resource Development Committee shall abide by the defined set of roles and responsibilities agreed upon by the Board of Directors (see Charter of the Resource Development Committee).

- b. The Resource Development Committee Chair is appointed by the NASOMH Board President. The Committee Chair must be a member of the NASOMH Board. The Immediate Past President shall serve at the request of the President, as Chair of the Resource Development Committee. The term is normally two years and the Chair may be reappointed.
- c. The Resource Development Committee Members are appointed by the NASOMH Board President and Resource Development Committee Chair to represent a broad cross-section of NASOMH members. All NASOMH members are eligible. The Treasurer shall be a member of the Resource Development committee. Participation on the Resource Development Committee will normally be from a term of one to two years, to be renewed with agreement of the Resource Development Committee Members, Resource Development Committee Chair, and NASOMH Board President.

7. Policy and Planning Committee

- a. The Policy and Planning Committee is responsible for the development and review of all NASOMH policy, strategies, plans or other statutory requirements issued at the local, state and national levels. The Committee will develop and review NASOMH operational policy, plans, and strategies relating to the purpose, vision, mission, goals and guiding principles of NASOMH. The Policy and Planning Committee shall be the key committee of NASOMH responsible for examining and formulating long-term as well as short-term strategic and operational plans. The Policy and Planning Committee shall develop personnel policies and procedures; and develop grievances polices and procedures. The Policy and Planning Committee shall abide by the defined set of roles and responsibilities agreed upon by the Board of Directors (see Charter of the Policy and Planning Committee).
- b. The Policy and Planning Committee Chair is appointed by the NASOMH Board President. The Committee Chair must be a member of the NASOMH Board. The Vice President shall serve at the request of the President, as the Chair of the Policy and Planning Committee. The term is normally two years and the Chair may be reappointed.
- c. The Policy and Planning Committee Members are appointed by the NASOMH Board President and Policy and Planning Committee Chair to represent a broad cross-section of NASOMH members. All NASOMH members are eligible. Participation on the Policy and Planning Committee will normally be from a term of one to two years, to be renewed with agreement of the Policy and Planning Committee Members, Policy and Planning Committee Chair, and NASOMH Board President.

8. Marketing and Publicity Committee

- a. The Marketing and Publicity Committee is responsible for addressing the many public relations, marketing and communications activities that NASOMH must undertake in order to bring about awareness of NASOMH and the value that it adds to addressing minority health issues and challenges across the greater local, state and national communities. The Committee shall be responsible for developing, directing and promoting all the marketing efforts and publicity awareness initiatives on behalf of NASOMH. A primary function of the Committee is to communicate the activities and events of NASOMH both internally, and to all external stakeholders. The Committee shall be responsible for the: development, maintenance and upgrades of the NASOMH website, development of issue briefs; and development of communication tools. The Marketing and Publicity Committee shall abide by the defined set of roles and responsibilities agreed upon by the Board of Directors (see Charter of the Marketing and Publicity Committee).
- b. The Marketing and Publicity Committee Chair is appointed by the NASOMH Board President. The Committee Chair must be a member of the NASOMH Board. The term is normally two years and the Chair may be reappointed.
- c. The Marketing and Publicity Committee Members are appointed by the NASOMH Board President and Marketing and Publicity Committee Chair to represent a broad cross-section of NASOMH members. All NASOMH members are eligible. Participation on the Marketing and Publicity Committee will normally be from a term of one to two years, to be renewed with agreement of the Marketing and Publicity Committee Members, Marketing and Publicity Committee Chair, and NASOMH Board President.

9. Nominating Committee

- a. The Nominating Committee shall be responsible for preparing a slate of nominees, seeking to preserve the diversity, geographic representation and balance necessary to enable the NASOMH to provide policy guidance on the broad spectrum of minority health issues. Nominees for officers are selected by the Nominating Committee. The Nominating Committee shall develop and present annually to the Board of Directors a slate of candidates to serve as officers of the organization for the upcoming year. The Committee shall recommend at-large nominees to the NASOMH Board of Directors to fill all at-large vacancies. The currently serving members on the Nominating Committee are not eligible to be nominated for an officer position. The Committee shall meet at least two times per year, with authority to convene additional meetings, as circumstances require. The Nominating Committee shall abide by the defined set of roles and responsibilities agreed upon by the Board of Directors (see Charter of the Nominating Committee).
- b. The Nominating Committee Chair is appointed by the NASOMH Board President. The Committee Chair must be a member of the NASOMH Board. The term is normally two years and the Chair may be reappointed.

- c. The Nominating Committee Members are appointed by the NASOMH Board President and Nominating Committee Chair to represent a broad cross-section of NASOMH members. All NASOMH members are eligible. The Committee shall consist of five members. Participation on the Nominating Committee will normally be from a term of one to two years, to be renewed with agreement of the Nominating Committee Members, Nominating Committee Chair, and NASOMH Board President.

ARTICLE X – DIRECTOR AND STAFF

1. Executive Director. The Board of Directors hires the Executive Director. The Executive Director has day-to-day responsibility for the NASOMH, including carrying out the organization’s mission, goals and Board policies. The Executive Director will attend all Board meetings, report on the progress of the NASOMH, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.
2. Other Staff. The Executive Director is responsible for hiring and supervising other staff.

ARTICLE XI – DIRECTOR INDEMNITY

1. Such indemnification may include payment by NASOMH or liabilities, costs and expenses reasonably incurred in advance of the final disposition of a claim, action, suit or proceeding, or in connection with a reasonable settlement or compromise thereof (other than an amount paid to NASOMH itself) made with a view to curtailment of costs of litigation. Any person indemnified shall repay such payment if he or she is finally adjusted by a court, tribunal, administrative or legislative body or agency not to have acted in good faith and in the reasonable belief that the action was in the best interest of NASOMH.
2. The amount of any reimbursement or indemnity paid in respect of any matter on which settlement or compromise is affected including the amount paid by an Executive Committee member in such settlement shall not exceed the expense which might reasonably have been paid or incurred by such Executive Committee member in conducting actual or threatened litigation to a final conclusion.

ARTICLE XII – AMENDMENTS

1. Proposals for By-Laws amendments may be made by the Executive Committee, the Board of Directors, or any official individual or organizational member of NASOMH. Individual or organizational proposals shall be sent to the Board of Directors at least 90 days before the Annual Meeting. Proposed amendments shall be presented at any Annual Meeting of NASOMH provided a notice of the amendment has been given and the amendment distributed to all NASOMH members at least 30 days prior to the Annual Meeting in which the amendment is presented for vote. A majority vote of the members present and voting at any Annual Meeting shall be required for adoption. No part of the By-Laws shall be amended or annulled except by the method herein described.

ARTICLE XIII – EFFECTIVE DATE OF BYLAWS AND AMENDMENTS

1. The By-Laws were amended and accepted by the voting membership of the NASOMH in Myrtle Beach, South Carolina on March 10, 2005.
2. The By-Laws were ratified by the voting membership of the NASOMH in Washington, DC on January 8, 2006.
3. The By-Laws were reviewed and amended by the voting membership of NASOMH on March 16, 2009.
4. The By-Laws were reviewed, revised and amended by the NASOMH Board on October 14, 2009.