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# National Tuberculosis Controllers Association (NTCA) Bylaws

The National Tuberculosis Controllers Association (NTCA) is hereinafter referred to as the "Association."

## ARTICLE I. Membership and Dues

**Section 1.** There shall be the following classes of membership: Active and Associate.

- (a) **Active Membership:** All persons defined as governmental TB Controllers at the state, local, and territorial public health level shall be eligible for Active membership. This may include assistant TB Controllers. To avoid possible conflict of interest, federal employees serving as TB Controllers are excluded from Active Membership. Where the State's TB Controller is a federal assignee (e.g., Public Health Advisor), the State should decide who its Active Member in the Association should be. An Active Member may hold office, elect officers, and serve on standing or special committees. More than one person from a state or territory may be an Active Member of the Association. However, the state or territory shall be entitled to only one vote in official decisions, such as amending the constitution, merging or affiliating with other organizations, and dissolving the Association. In such situations, the person casting the official state or territory vote shall be the state TB Control Officer or his/her designate.
- (b) **Associate Membership:** Associate membership in the Association is open to any person from a health agency, other than current TB Controllers or assistant TB Controllers; all persons in, or formerly in, the field of TB control; and Federal employees. Associate Members shall enjoy all the rights and privileges of Active Members except the right to vote and hold office. Such members may serve on standing or special committees and/or as advisors and consultants to the Association.

**Section 2. Dues:**

(a) **Individual Dues**

The annual individual dues for each Active and Associate Member of the Association shall be established by the Executive Committee by the first day of the first month of each fiscal year (calendar) and payable within fifty (50) days of notice.

(b) **Non-Payment of Dues**

Individual members failing to pay dues shall forfeit privileges of membership.

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## **ARTICLE II. Executive Committee**

- Section 1.** The governing body of the Association shall be known as the Executive Committee. The Executive Committee shall:
- (a) Have authority to act for and in the name of the Association on matters requiring action and shall report such actions to members of the Association.
  - (b) Propose, review and recommend amendments to the Constitution and Bylaws for submission to the members of the Association and shall enforce the Constitution and Bylaws that are in effect.
  - (c) Assure that all monies of the Association are used solely for furthering the Purpose, Mission and Objectives of the Association.
  - (d) Keep written records of all Executive Committee proceedings and provide a summary report to the members of the Association no later than forty-five (45) days after each Executive Committee meeting.
  - (e) Rule on and prescribe criteria for the establishment of sections of the Association, dissolve an existing section, and maintain coordination among sections.
  - (f) Delegate responsibilities consistent with, and not specifically designated in, the Constitution or Bylaws to standing and special Committees in order to carry out the Purpose, Mission and Objectives of the Association.
  - (g) Allow findings or actions of the Executive Committee to be subject to reconsideration by the Association membership on a motion submitted in writing by an Active Member at the next Executive Committee meeting; or as indicated by the Active Member at the next annual meeting.
  - (h) Have the authority to establish contracts and to set the salary of, employ, or terminate an Executive Director of the Association.
  - (i) Confirm appointments to fill vacancies on the Executive Committee; seat new section leaders; and elect, appoint or abolish an at-large seat to ensure an odd number of voting members on the Executive Committee as required by the Article IV. of the Constitution.

## **ARTICLE III. Officers and Executive Committee Members**

### **Section 1. Qualifications**

- (a) The Executive Committee shall be the judge of the qualifications for membership in the Association, its officers and Executive Committee members.
- (b) Officers and elected Executive Committee members must be Active Members of the Association.

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**Section 2. Duties of the Officers**

(a) **The President:**

The President shall preside over the annual meeting of the Association and all meetings of the Executive Committee. In the absence of the President, the President-Elect shall preside. However, the President may designate his/her alternate at special meetings.

The President shall supervise the affairs of the Association and may delegate responsibility for administration and management of the Association's operations to an Executive Director employed by and directly responsible to the Executive Committee.

The President shall call meetings of the Executive Committee.

(b) **The President-elect**

The President-elect shall assume the duties of President in the President's absence at the annual meeting of the Association and all meetings of the Executive Committee.

(c) **The Secretary**

The Secretary, or at the Secretary's request the Executive Director, shall issue all notices of meetings, ensure that resolutions and proceedings of meetings are recorded and distributed to the Association members no later than forty-five (45) days after any meeting, and shall perform all duties pertaining to the office of Secretary.

(d) **The Treasurer**

The Treasurer, or at the Treasurer's direction the Executive Director, shall disburse Association funds to carry out the routine operating business and budgeted affairs of the Association. Expenditures that are outside of the approved annual budget shall be disbursed upon the explicit direction of the Executive Committee.

The Treasurer, or at the Treasurer's request the Executive Director, shall ensure that a record is appropriately kept of all monies payable to the Association; shall ensure that a register is kept of all members of the Association; and shall ensure performance of all duties pertaining to the office of the Treasurer.

The Treasurer, or at the Treasurer's request the Executive Director shall sign checks for all monies payable by the Association. The treasurer must provide written approval (electronic or hard copy) for any check written for greater than \$1,000.

The Treasurer may delegate any and all functions of the office of the Treasurer to the Executive Director except that remuneration or reimbursement to the Executive Director shall be reviewed and authorized by the Treasurer and/or the President prior to remuneration or reimbursement.

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The Treasurer, or at the Treasurer's request the Executive Director, shall ensure that all accounts shall be audited by an accredited, outside firm at least once each year.

**Section 3. Duties of the Elected Executive Committee Members**

- (a) Nine (9) of the ten (10) Elected Executive Committee members shall represent the interests of the states/territories from which they have been elected, and shall participate in the governance of the Association in accordance with Article II., Duties of the Executive Committee.

The nine Executive Committee Members shall be assigned to one of three groups, high, medium or low incidence based on their state's case rate, and each group shall have an approximate equal number of members. Once every three years, the Executive Committee will review the groups as designated and realign as necessary using data provided by the CDC.

- (b) One (1) of the ten (10) Elected Executive Committee members shall serve as an at-large member, and shall participate in the governance of the Association.

**Section 4. Terms of Office**

- (a) A President-elect shall be elected annually and shall serve a three-year term. The President-elect shall serve the first year as President-elect, the second year as President, and the third year as Past-President, an ex-officio, non-voting member of the Executive Committee.
- (b) The terms of office for the Secretary and Treasurer shall be two (2) years. The Secretary shall be elected each even-numbered year, the Treasurer shall be elected each odd-numbered year.
- (c) The terms of office for the nine (9) members of the Executive Committee elected to represent the states/territories shall be three (3) years. The terms of office shall be staggered so that one member from each of the three (3) categories of states/territories shall be elected each year.
- (d) The term of office for the one (1) elected at-large member of the Executive Committee shall be one (1) year.
- (e) The term of office for an at-large member appointed to maintain the mandated odd number of Executive Committee members, as required by Article IV. of the Constitution, shall be one (1) year. An appointed at-large seat may be abolished at any time to maintain an odd number of Executive Committee members for voting purposes.

**Section 5. The office and mailing address** of the Association shall be such site and address as determined by the Executive Committee

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## ARTICLE IV. Nominations and Elections

### Section 1. Nominations

- (a) A Nominating Committee shall be appointed each year by the President and confirmed by the Executive Committee.
- (b) The Nominating Committee, not later than ninety (90) days prior to the annual meeting each year shall have prepared a list of two (2) qualified nominees (who are currently paid active members of the association) for each open office and Executive Committee position.
- (c) Nominations for any of the open offices or positions may also be submitted in writing by a member of the Association for consideration by the Nominating Committee. Nominations must be received no later than one hundred twenty (120) days prior to the annual meeting to allow time for the nominating committee to validate the nomination. Nominees shall have indicated a willingness to serve, if elected.
- (d) The most recent official TB morbidity figures published by the Centers for Disease Control and Prevention shall be used to determine the eligibility of elected Executive Committee member nominees for each of the three incidence categories described in Article III., Section 3.

### Section 2. Elections

- (a) Election of officers and elected Executive Committee members shall be by secret ballot.
- (b) The election shall be conducted electronically. Notice of the election and instructions regarding electronic voting procedures shall be mailed or electronically sent by or at the direction of the Nominating Committee, to voting members no later than sixty (60) days prior to the Annual Meeting. Procedures for on-line voting shall maintain the secrecy of the ballot and ensure only one vote per Active Member. The ballot shall consist of a list of candidates for each of the offices and Executive Committee positions to be filled. Electronic votes must be submitted no later than thirty (30) days prior to the annual meeting. Failure to follow instructions shall nullify the ballot. If electronic voting is not feasible, a paper ballot shall be prepared and mailed to voting members no later than sixty (60) days prior to the Annual Meeting. Enclosed with the paper ballot shall be an envelope marked "Ballot"; and a return envelope with provision for the member's signature. Ballot materials shall include instructions for proper completion and return. Failure to follow instructions will nullify the ballot. Paper ballots must be returned, as specified in the ballot materials, no later than forty-five (45) days prior to the annual meeting.
- (c) Election shall be by a majority of votes cast. A tie vote for a seat representing an incidence category shall be decided through a coin toss by the President. The elected at-large member of the Executive Committee shall be the candidate with the highest vote count among the non-elected incidence category candidates.
- (d) Three (3) tellers shall be appointed by the President to tally results electronically or to count ballots. Tellers must be Active Members and shall not include any officer or any candidate for elected office or position.

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Adopted May 22, 1995; Amended June 16, 2002; Amended June 27, 2005;  
Amended June 11, 2007; Amended June 15, 2009

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- (e) Election results shall be announced at the annual meeting.

**Section 3. Succession and Vacancies**

- (a) The order of succession to a President unable to perform his/her duties shall be the President-elect, the Secretary, and the Treasurer. If succession is invoked, the new President shall appoint, with confirmation by the Executive Committee, a member to fill the resulting vacancy for the unexpired term.
- (b) The President, with confirmation by the Executive Committee, shall appoint an Active Member to fill a vacancy occurring in an office, other than the office of President.
- (c) A vacancy occurring in a seat held by an elected member of the Executive Committee shall be filled by an Active Member of the Association from the same incidence category, appointed by the President with confirmation by the Executive Committee.

**ARTICLE V. Executive Director**

- Section 1.** The Executive Director shall efficiently and effectively carry out all duties, as described in the Position Description, and other responsibilities delegated or required by the Association's officers.
- Section 2.** In addition to the Association's business, the Association's Executive Director shall perform the routine administrative business of the National Tuberculosis Nurse Consultant-Coalition, plus that of any other organization as directed by the Executive Committee.
- Section 3.** The Executive Director shall manage the staff and business affairs of the Association's administrative office under the overall supervision of the Executive Committee.

**ARTICLE VI. Sections**

**Section 1. Organization**

- (a) A section is defined as a sustained group of at least 20 Active and/or Associate members.
- (b) A section may form on petition signed by no less than 20 members of the Association who support the concept of the section. However, at least members must commit to belong to the section.
- (c) The petition must be submitted to the Executive Committee and shall include:
  - (i) A statement of purpose specifying the ongoing, common interest of the proposed section members.

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- (ii) An explanation of how approval of the proposed section will advance the Purpose, Mission and Objectives of the Association.
  - (iii) Documents outlining the proposed section's objectives, organizational structure, and operational procedures.
- (d) The Executive Committee shall rule on the establishment of a section. Such ruling must occur within sixty (60) days of receipt of a validated petition. The Executive Committee may use a portion of this 60-day period to collect comments on the proposed section by mailing an announcement to the membership of the Association. Approval shall require no less than two-thirds vote of the Executive Committee.

**Section 2. Section Leader**

- (a) A Section Leader shall be elected by the section members from among its membership.
- (b) The term of office shall be one (1) year, or for a longer period upon consideration and approval by the Executive Committee.
- (c) Additional section offices may be established upon consideration and approval of the Executive Committee.

**Section 3. Relationship with the Executive Committee**

The Section Leader of each section shall be seated on the Executive Committee upon his/her election. The Section Leader shall represent section interests as a member of the Executive Committee and shall keep section members informed and advised of special matters being considered by the Executive Committee.

**Section 4. The charter section of Association shall be the National TB Nurse Coalition (NTNC). The President of the NTNCC shall sit on the Executive Committee. The Sections within this Article shall apply to the section status of the NTNC. The office and mailing address of the NTNC shall be the office of the Association's Executive Director**

**Section 5. Dissolution of a Section**

- (a) An existing section may petition the Executive Committee to dissolve, thereby forfeiting its seat on the Executive Committee.
- (b) The Executive Committee, on its own initiative or by petition of no less than 100 Association Active and/or Associate Members, may move to dissolve a section for actions judged to be incompatible with achievement of the Association's Purpose, Mission and Objectives.
- (c) Dissolution shall require a two-thirds vote of the Executive Committee, which may include the vote of the Leader of the section proposed for dissolution.

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- (d) The process for maintaining an odd number of Executive Committee members, described in Article IV. of the Constitution, shall be invoked.

## **ARTICLE VII. Liability and Indemnification**

### **Section 1. Limitation of Liability**

- (a) No officer or Executive Committee member shall be personally liable to officer or Executive Committee member notwithstanding any provision of law imposing such liability, provided however, that this provision shall not eliminate the liability of an officer or Executive Committee member to the extent that such liability is imposed by applicable law:
- (i) For any breach of the officer's or Executive Committee member's duty of loyalty to the Association or its members.
  - (ii) For acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law.
  - (iii) For any transaction from which there is improper personal benefit.
- (b) This provision shall not eliminate the liability of an officer or Executive Committee member for any act or omission occurring prior to the date upon which this provision becomes effective.
- (c) No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or Executive Committee member for or with respect to any acts or omissions of such officer or Executive Committee member occurring prior to such amendment or repeal.

### **Section 2. Indemnification**

The Association may, at the sole discretion of the Executive Committee, indemnify in whole or in part any person (and his/her heirs, executors, administrators, or other legal representatives) who is, or shall have been an officer or Executive Committee member of the Association, or any person who is serving or shall have served at the request of the Association against all liabilities and expenses (including judgments, fines, penalties, and attorney's fees and all amounts paid, other than to the Association, in compromise or settlement) reasonably incurred by any such officer, Executive Committee member, or person who may be a party defendant or with which he/she may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been an officer or Executive Committee member of the Association or other such corporation, except in relations to matters as to which any such officer, adjudged, other than by consent, in such action, suit, or proceeding to have been liable for bad faith or misconduct in their performance of his/her duty as such officer, Executive Committee member, or person serving the Association.

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**ARTICLE VIII. Committees**

**Section 1. Standing Committees**

There shall be standing committees authorized by the Executive Committee. The President shall appoint the Chairperson and members of all committees, with confirmation by the Executive Committee.

Standing Committees shall submit written reports, as shall be required by the Executive Committee, to the Secretary, or at the Secretary's request to the Executive Director, who will distribute them to members of the Executive Committee.

- (a) Constitution and Bylaws Committee. This Committee shall consist of four (4) members. Two (2) members shall be appointed each year to serve a term of two years. The Committee shall be responsible for reviewing the Constitution and Bylaws annually and proposing amendments as necessary, and shall also receive proposals for amendments from members for study and necessary revision.
- (b) Nominating Committee: This Committee shall consist of four (4) Active or Associate members who are not officers or members of the Executive Committee. The Committee members shall serve for six (6) months. This Committee shall be responsible for selecting and presenting a slate of qualified candidates for the elected offices of the Association. The Chairperson of the Committee shall preside over meetings and shall present the Committees' recommendations to the Association membership at the annual meeting or, if the annual meeting is not held, in a manner to be prescribed by the Executive Committee.

**Section 2. Special Committees**

- (a) There shall be special committees authorized as the President and/or the Executive Committee shall from time to time deem necessary to carry out the work of the Association.
- (b) The President shall appoint the Chairperson and members of all special committees, with confirmation by the Executive Committee.
- (c) Special Committees shall submit written reports, as shall be required by the Executive Committee, to the Secretary, or at the Secretary's request to the Executive Director, who will distribute them to members of the Executive Committee.

**ARTICLE IX. Consultancies**

**Section 1. Consultant Appointment and Term**

- (a) The President shall appoint, and the Executive Committee shall confirm, Active and Associate Members with relevant expertise to serve as consultants on specific TB-related topics as adopted by Executive Committee resolution and amended by subsequent resolutions as necessary. For selected topic areas, co-consultants may be appointed.

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- (b) Each of the consultants will serve a 2-year term, with half of the consultants to be replaced or reappointed each year. The President will determine initial terms as 1 or 2 years to maintain the prescribed balance. In shared consultancies, the co-consultants will serve staggered terms.

**Section 2. Duties of a Consultant**

- (a) The consultant shall respond to inquiries, return correspondence, assist with policy development, and attend meetings or special events on the subject of the policies and resolutions as guides where applicable. Issues involving new policy or major change in policy shall be reviewed with and approved by the President and, if appropriate, the Executive Committee.
- (b) In shared consultancies, the co-consultants shall coordinate all activities; one shall serve as the lead consultant.

**Section 3. Representing the Association**

- (a) The consultant shall notify the President, or at the President's request the Executive Director, prior to attending any meeting as a representative of the Association.
- (b) Each consultant shall submit a quarterly report to the Executive Committee, enumerating and briefly summarizing the content of each consultative contact for that quarter. The Association's administrative office shall be copied with any correspondence.

**ARTICLE X. Fiscal Rules**

**Section 1. Fiscal Year**

The fiscal year shall begin January 1<sup>st</sup> and end December 31<sup>st</sup> of each year.

**Section 2. Annual Audit**

The financial records of the Association shall be audited at the end of each fiscal year, with a report given to the Executive Committee and a summary made available to all Association Members by the next annual meeting.

**Section 3. Pecuniary Gain**

This Association does not afford pecuniary gain, incidentally or otherwise, to its members.

**Section 4. Compensation**

- (a) No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, officers, Executive Committee members or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, and make payments and distributions in the furtherance of the purposes as stated above.

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- (b) No member shall receive any compensation for his/her services as an officer or member of the Executive Committee other than reimbursement for authorized expenses incurred on behalf of the Association.

**Section 5. Limits on Lobbying**

- (a) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- (b) The Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any political candidate for public office.
- (c) Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on:
  - (i) By an association exempt from federal income tax under section 501(c) (3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code.
  - (ii) By an association, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Service Code, or corresponding section of any future federal tax code.

**ARTICLE XI. Publications and Properties**

**Section 1.** Any **publications** of the Association shall be issued under the direction of the Executive Committee.

**Section 2.** The Executive Committee shall act as trustee of the properties of the Association.

**ARTICLE XII. Parliamentary Authority**

Rules of parliamentary procedure, according to the latest edition of Robert's Rules of Order, shall govern meetings of the Association unless suspended by a majority vote of the Active Members or Executive Committee members attending.

**ARTICLE XIII. Amendments**

**Section 1. Process of Amendment**

- (a) Active Members may submit proposed amendments to the Bylaws. These will be referred to a Bylaws Committee for study and necessary revisions.
- (b) Proposed changes will be submitted to the Executive Committee. If the Executive Committee concurs with the proposed amendment, the amendment will be presented for a vote of approval by the Active membership.

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**Section 2. Voting**

- (a) When Executive Committee approval of the amendment occurs within four (4) months preceding the annual meeting, the vote will be scheduled for the annual meeting with a least twenty-one (21) days written notice to members. Otherwise, the vote will occur by mailed ballot to Active Members.
- (b) Passage of an amendment to the Bylaws shall be by two-thirds vote by Active members voting. If voting occurs by mail, ballots must be received by the time specified in the ballot materials.

**ARTICLE XIV. Dissolution of the Association**

**Section 1.** In the event of dissolution of the Association, such dissolution shall be in accordance with Section 501 (c) (3) of the Internal Revenue Service Code.

**Section 2.** Upon dissolution or liquidation of the Association, no member shall share in or receive any funds or other assets then remaining in the possession of the Association.

**Section 3.** All liabilities and obligations shall be paid and any remaining funds and other assets shall be transferred to any group that supports tuberculosis elimination, pursuant to a plan of distribution as provided by law under section 501 (c) (3) of the Internal Revenue Service Code.

**Section 4.** The Executive Committee will decide at the time of dissolution to whom the distribution will be made.