

DIRECTORS OF HEALTH PROMOTION AND EDUCATION BY-LAWS

Adopted May 19, 2017

ARTICLE 1 – NAME

The name of the organization shall be the Association of State and Territorial Directors of Health Promotion and Public Health Education, hereinafter referred to as the Association, doing business as Directors of Health Promotion and Education.

ARTICLE II – VISION, MISSION, PURPOSES

The Association is organized and shall be operated to achieve the following vision, mission and purposes:

Vision: DHPE advances health policy and systems change with a health equity focus.

Mission: Building on the principles and practices of health promotion and education, DHPE strengthens public health capacity in policy and systems change to improve the health of all and achieve health equity.

Purposes:

A. To serve as a channel through which directors of health promotion and health education programs of states, territories, and Indian Health Service areas of the US, and other health promotion and education practitioners, researchers and scholars may learn, exchange and share best practices, methods, techniques, and information, for the improvement and effectiveness of the profession and public health.

B. To advocate for policies and practices and establish position statements that promote health, prevent disease, reduce health disparities and achieve health equity.

C. To collaborate with the Association of State and Territorial Health Officials (ASTHO), its affiliates, and other related organizations in promoting policy, systems and environmental changes that improve health, prevent disease and achieve health equity.

ARTICLE III – OFFICES

The principal address of the Association will be in the Washington, DC Metropolitan area.

ARTICLE IV - MEMBERS

There shall be no classes of members.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1. Except as otherwise provided by law or these Bylaws, the Board of Directors or the “Board” is the governing body of the Association, with all powers of governing, directing and overseeing the management and affairs of the Association. The Board shall have exclusive control over the property, funds and affairs of the Association, and in furtherance of the foregoing, subject to any limitations

provided by applicable law, shall have the power, authority, and responsibility to make independent decisions related to the Association.

SECTION 2. The Board shall consist of the Officers (as defined in Article VIII of these Bylaws).

SECTION 3. The terms of the Officers shall be set forth in Article VIII.

SECTION 4. Whenever a vacancy exists on the Board, whether by death, resignation or otherwise, the vacancy shall be filled by a vote of a majority of all Board members in office even if less than a quorum or by a sole remaining Board member. An Officer elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws.

SECTION 5. Any Board member may resign at any time upon giving written notice to the Secretary of the Board or to the Association. Any such resignation shall take effect at the time it specifies or, if the time is not specified, upon receipt. The acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective.

SECTION 6. An Officer may be removed at any time, with or without cause, by the Board.

ARTICLE VII – BOARD MEETINGS

SECTION 1. Meetings of the Board, regular or special, may be held within or without the District of Columbia or the State of Mississippi upon not fewer than two (2) days' notice to each Officer, either personally or by mail, telephone, facsimile, or electronically, subject to waiver of notice as provided in the Mississippi Nonprofit Corporation Act and these Bylaws. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least once each year or more often as established from time to time by resolution of the Board, or as required by the business of the Association. Special meetings of the Board may be called by the Chair of the Board at any time and shall be called by the Chair upon the written request of a majority of the Officers then in office.

SECTION 2. Two (2) Officers then in office shall constitute a quorum for the transaction of business. The act of the majority of the Officers present at a meeting at which a quorum is present shall be the act of the Board. If a quorum is not present at any meeting of the Board, the Officers present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 3. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent is obtained in writing or electronically by all the Officers, setting forth the action so taken.

SECTION 4. Any one or more members of the Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 5. Officers shall not receive any compensation for their services as Board members. Notwithstanding the foregoing, this Section shall not be construed to preclude any Officer from serving the Association in any other capacity and receiving reasonable compensation for such services. The

Board may also provide for reimbursement to any Officer of reasonable and necessary expenses incurred in attending any meeting of the Board.

ARTICLE VIII - OFFICERS

SECTION 1. The officers of the Association are the Chair, Secretary, and Treasurer.

SECTION 2. Any vacancy in an office shall be filled by the remaining Officers.

SECTION 3. The Officers shall perform the duties for the Association as set forth below. Each Officer shall do and perform such other duties as may be determined, from time to time, by the Board of Directors or the Chair.

A. The Chair shall chair the Board. The Chair shall provide general oversight over, and supervise the Executive Director of the Association. The Chair shall serve as official representative to Association of State and Territorial Health Officials (“ASTHO”) and shall appoint a person to represent the Association if unable to attend ASTHO meetings.

B. The Secretary shall keep and distribute the minutes of all meetings of the Board; shall ensure a current listing of the Board is maintained; shall notify Officers of their election; and shall perform all other duties usual to the office of Secretary.

C. The Treasurer shall have oversight of all financial accounts of the Association; shall oversee all monies, such as cooperative agreement funds, registration fees and dues; draw down federal grant funds; oversee expenditures as authorized by the Board; and submit quarterly and annual financial statements to the Board for review and approval. The Treasurer shall ensure policies are in place that safeguard Association assets and the appropriate expenditure of association funds.

SECTION 4. The Board of Directors may hire an Executive Director who shall conduct the day-to-day operations of the Association under the supervision and direction of the Chair and the Board. The Executive Director will be an ex-officio, non-voting member of the Board and shall attend Board meetings, subject to the Association’s Conflict of Interest Policy.

ARTICLE IX - COMMITTEES

There shall be no committees.

ARTICLE XI – INDEMNIFICATION; INSURANCE

SECTION 1. The Association may indemnify each person described in Section 79-11- 281 of the Mississippi Nonstock Corporation Act (the “Act”), as the same may be amended from time to time, to the fullest extent allowed by the Act.

SECTION 2. The Board may cause the Association to purchase and maintain insurance on behalf of any person described in Section 79-11-281 of the Act against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person under the Act.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The parliamentary rules and procedures specified in the latest revised edition of *Robert's Rules of Order* shall govern the conduct of all meetings of the Association when they are applicable and consistent with the Act and the Articles of Incorporation and Bylaws of the Association.

ARTICLE XIII – NOTICE

SECTION 1. Notices to Officers may be delivered personally, by regular mail, facsimile, or electronic communication, by leaving the notice at the residence or usual place of business of an Officer or by any other means or method permitted by the Act.

SECTION 2. Whenever notice is required to be given by the Act or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except where the person is attending for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIV -- AMENDMENTS

A majority of the Board may approve amendments to these Bylaws. The approved amendments shall specify the time at which they become effective.