**AMENDED AND RESTATED BYLAWS**

**OF**

**CONNECTICUT PUBLIC HEALTH ASSOCIATION, INC.**

**(Formerly Connecticut Public Health Association Foundation, Inc,)**

# ARTICLE I.  GENERAL

1.1. PURPOSE. These bylaws supplement certain provisions of the certificate of incorporation of Connecticut Public Health Association, Inc. (the “Association”) and the Connecticut Revised Nonstock Corporation Act, as amended from time to time (the “Act”).

The mission of the Association is to provide leadership for the promotion of health and the prevention of disease among the people of Connecticut. This mission shall be accomplished by, but not limited to, the following activities:

(a) to promote, sponsor and conduct research and scientific investigation and to apply scientific knowledge in the provision of public health services and to make such knowledge available to the public;

(b) to foster and improve the art and science of public health, by conducting research and study thereof, and by sponsoring and encouraging such research and study by persons, associations, corporations and governmental agencies;

(c) to foster the use of improved methods and procedures in public health by accumulating, exchanging and disseminating information thereof, and by conducting or sponsoring programs and courses to enhance the professional development of persons in the health field;

(d) to conduct and sponsor educational training programs of all types on public health topics and to assist and encourage individuals pursuing an education in the health field:

(e) to foster the accumulation and exchange of health information and to publish and disseminate such information to the general public; and

(f) to do all other lawful acts necessary or proper to accomplish the foregoing purposes.

Notwithstanding, the Association may engage in any lawful act or activity for which a corporation may be organized under the Act.

1.2. OFFICES OF ASSOCIATION. The Association’s board of directors (the “Board”) shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Association and such additional offices as it shall determine in its discretion.

**1.3. HISTORICAL RECORDS.** Historical records of the Association shall be stored at the Harvey Cushing Memorial Library in the manuscript archives section of the Yale University School of Medicine in New Haven, Connecticut, or such other locations as determined by the Board from time to time in its discretion.

1.4. AFFILIATE RELATIONSHIP. The Association shall maintain an affiliate relationship with the American Public Health Association (“APHA”).

1.5. MEMBERSHIP. The Association is a membership corporation. The Members shall have such rights, privileges and obligations conferred upon them by the Association’s certificate of incorporation and these bylaws, and otherwise accorded by the Act. Applications for membership shall be reviewed by the Membership Committee on a non-discriminatory basis. Applications that meet the criteria for and guidelines governing membership set forth herein shall be accepted. Honorary Membership shall require approval by the Board as set forth in Article 1.5 (4) of these bylaws.

There shall be four (4) classes of Membership designated as follows (collectively, the “Members”):

1. Individual Membership. There shall be four (4) types of individual Members as designated below:
   * 1. A “Personal Member” shall be an individual with professional or personal interest in the field of public health who is interested in contributing to the mission of the Association, , including but not limited to, individuals that are Members of a Section of the Association, as defined in Article V of these bylaws.
     2. A “Retired Member” shall be an individual who is no longer gainfully employed in any public health related agency, who is at least sixty (60) years of age, and who is interested in contributing to the mission of the Association.
     3. A “Life Member” shall be an individual with professional or personal interest in the field of public health who is interested in contributing to the mission of the Association. Life Members shall pay a one-time fee, which shall be determined by the Board.
     4. A “Student Member” shall be an individual who is currently matriculated in a public health program or a related program of study at an institution of higher education and approved by the Membership Committee.
2. Agency Membership. An “Agency Member” shall be any professional organization, society, counsel or group which is engaged in health-related activities consistent with the mission of the Association. A Section (as defined by Section V of these bylaws), shall not be eligible for Agency Membership Such membership shall permit the designation by the agency of three (3) representatives who shall have the same rights, privileges and obligations as a Personal Member. The Agency Member itself shall have no rights, privileges or obligations other than as set forth herein.
3. Sustaining Membership. A “Sustaining Member” is any Individual Member or Agency Member who provides financial support to the Association in excess of dues. The designation of a Sustaining Member shall be made at the discretion of the Board.
4. Honorary Membership. An “Honorary Member” is an individual who is deemed worthy of special recognition by a majority vote of the Board upon recommendation of the Awards Committee. The Awards Committee shall recommend to the Board the duration of each Honorary Membership.

1.6. RIGHTS OF MEMBERS. All Members in good standing shall have the right to: (i) attend all Member meetings; (ii) vote on all matters presented to the Members; (iii) elect officers and directors of the Association and the APHA affiliate representative (the “APHA Affiliate Representative”) as proposed by the Nominating Committee and consistent with these bylaws; (iv) serve as officers or committee chairs or co-chairs of the Association; (v) participate on committees as set forth in these bylaws; (vi) receive the Association’s newsletter and other communications from the Association; (vii) request and be granted an appearance before the Board at any regular meeting of the Board; provided, however, Members shall have the privilege of voice but shall not have the right to vote on the specific issue presented by the Members at the meeting of the Board; and (viii) have a special meeting of the Members when requested in accordance with Article 1.7 of these bylaws.

1.7. MEETINGS OF MEMBERS. The annual meeting of the Association’s Members shall be held at such date, time and place as the Board shall determine, and as shall be set forth in the notice of the meeting. Notice of annual or special meetings shall be in writing and shall be mailed or otherwise delivered to the Members and directors at least ten (10) days and no more than sixty (60) days prior to such meeting. In addition, special meetings of the Members shall be held upon request in writing by at least ten (10) percent of the Members in good standing, at such dates, times and places, as determined by the President, in consultation with the Board and a representative appointed by the petitioning Members. The specific purpose of special Member meetings shall be set forth in the notice of such meeting.

At each annual meeting or any special meeting called for such purpose, the Members shall: (i) receive reports from the Association’s directors, officers, agents and committees, and (ii) conduct any other business relating to the affairs of the Association consistent with the rights of Members. Those Members in good standing and present at a meeting of the Members shall constitute a quorum. The act of a majority of the Members in good standing at a meeting at which a quorum is present shall be the act of the Members, unless the presence or act of a greater number is specifically required by these bylaws, the Association’s certificate of incorporation, or the Act.

**1.8. GUIDELINES GOVERNING MEMBERSHIP AND APPEAL.** The Board shall adopt reasonable guidelines governing the admission, retention, withdrawal and expulsion of Members upon recommendation from the Membership Committee. Such guidelines shall authorize any Member who has been denied admission or expelled to appeal the decision in writing to the Secretary for consideration at the next Member meeting. A vote to accept or reject the decision to deny admission or to expel a Member shall be determined by a majority vote of the Members in good standing and present at a Members’ meeting at which a quorum is present.

**1.9. DUES.** Except for Honorary Members, applications for membership shall be accompanied by payment of dues for at least one year. A Member shall be in good standing upon payment in full of all current dues, without exception. Dues for all membership categories shall be set annually by the Board.

**1.10. STUDENT CHAPTERS.** The Association shall encourage the establishment and continuation of student chapters on Connecticut college and university campuses that offer major programs in public health and/or other health related areas. Student chapters shall maintain bylaws consistent with these bylaws. The proposed bylaws of a student chapter shall be approved by the Board prior to recognition of the respective student chapter. The president of each student chapter shall serve as an ex-officio director of the Association, but shall not count towards a quorum or have the right to vote.

**ARTICLE II.  BOARD OF DIRECTORS**

2.1. AUTHORITY AND COMPOSITION. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Association shall be managed by or under the direction of, the Board, subject to any limitations set forth in the certificate of incorporation. The Board shall (i) serve as trustee of the Association’s assets; (ii) approve the annual budget; (iii) give prior approval on all expenditures of the Association; (iv) periodically review these bylaws; (v) fill all staff positions; (vi) establish salaries, policies, and duties related to all staff positions; and (vii) oversee the financial records of the Association.

2.2. NUMBER. The Association shall have (i) four elected directors and (ii) ex-officio directors including, the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, the APHA Affiliate Representative and APHA Affiliate Alternate, all Student Chapter Presidents, the Chair of each Section as defined in Article V of these bylaws, and the chair of the Advocacy, Communications, Membership, Program, Health Education, Mentoring, Public Health Advisory, and Academic Advisory Councils. For any Committee whose leadership consists of co-chairs as of the date these Amended and Restated bylaws are adopted, one co-chair shall be appointed by the President to be the chair for purposes of this Section 2.2. Except for Student Chapter Presidents, ex-officio directors shall count for purposes of determining a quorum and shall be entitled to vote. Committee Chairs shall have the authority to appoint an alternate to represent a Committee and to vote in the absence of the Chair. Such alternate may or may not be the co-chair of such Committee.

2.3. ELECTION AND TERMS OF OFFICE. Elected directors, whose terms are expiring, shall be elected by the Members at the annual meeting or via mail or electronic ballot. When elections are held via mail or electronic ballot, a majority of the total number of Members in good standing who actually vote, rather than the total number of Members entitled to vote, shall determine the vote of the Members. The total number of elected directors shall be divided into two groups, with each group containing approximately the same percentage of the total, as near as may be. The terms of each group will expire every two years on alternating years, so that in any year approximately half of elected directors’ terms shall expire. Directors shall be announced at the annual meeting or thereafter and shall assume their directorships at the beginning of the Association’s fiscal year and shall serve for a two-year term and until his or her successor is elected and qualified. Directors may serve for an unlimited number of terms, as long as they do not serve for more than three (3) terms in succession without at least a one (1) year hiatus.

**2.4. RESPONSIBILITIES OF DIRECTORS.** Individual members of the Board of Directors have a legal and moral responsibility to represent the membership and to ensure the organization does the best work possible in support of its goals. Each Board member shall:

* Earnestly try to participate in all regular and special meetings of the Board, special events, and serve on at least one standing and/or ad hoc committee;
* Contribute to the development of new or evaluation of existing external policies that protect, promote, and improve public health;
* Provide input, insight and make recommendations on organizational and committee level decisions leading to the adoption of CPHA internal and external policies; and assure they are carried out;
* Define and approve the CPHA vision, mission, and value statement; develop, update, evaluate, and support the strategic plan; and work toward achievement of the identified priorities;
* Approve a budget that is aligned with identified CPHA priorities;
* Assist with the creation and implementation of a fundraising strategy and serve as a steward of CPHA resources;
* Participate in the Board development process and ensure, in collaboration with the Membership Committee, that the Board is self-perpetuating, representative of the membership, and efficient through identification of skills needed and recruitment;
* Serve as a strong link between CPHA, other stakeholder organizations, CT residents, students, and a cross-section of members;
* Represent CPHA in a positive manner and interpret CPHA’s work and values to stakeholders;
* Act in the best interests of CPHA, avoid discussions and votes where the potential for a conflict of interest exist; stay informed about what’s going on in the organization; support Board decisions with one voice; and maintain confidentiality on Board discussions.
* Mentor future leaders in public health through formal and informal CPHA-related activities

**2.5. BOARD NUMBER AND COMPOSITION DURING TRANSITION.** Notwithstanding Paragraph 2.2, above, the number of directors and the composition of the Board following the adoption of these bylaws shall be the same number and composition as was in place at the time the bylaws were adopted. Such Board shall continue serving until a new Board (including officers) is elected at a special meeting of the membership called for that purpose.

2.6. **APHA AFFILIATE REPRESENTATIVE.** The APHA Affiliate Representative whose terms are expiring shall be nominated by the Nominating Committee and elected by the Members at the annual meeting or via mail or electronic ballot. When elections are held via mail ballot, the total number of Members in good standing who actually vote, rather than the total number of Members entitled to vote, shall determine the vote of the Members. The Association shall be represented at APHA meetings and activities by the APHA Affiliate Representative. The President shall appoint an alternate if the elected representative is unable to represent the Association. Following APHA meetings, the affiliate representative, or alternate, shall present a summary report of proceedings to the Association’s Board of Directors. The APHA Affiliate Representative shall be Members in good standing with both the Association and APHA. The term of office for the APHA Affiliate Representative shall be two (2) years beginning in the initial year in which they are elected unless the APHA Affiliate Representative is elected or appointed to serve on APHA’s Committee on Affiliates, in which case the term of office for the APHA Affiliate Representative or APHA Affiliate Alternate shall continue for the duration of the membership on APHA’s Committee on Affiliates. The APHA Affiliate Representative may serve an unlimited number of terms.

2.7. VACANCIES. Any vacancy or vacancies occurring on the Board may be filled by the remaining Board. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

2.8. MEETINGS AND NOTICES. Annual meetings of the Board shall be held at the principal offices of the Association unless otherwise specifically directed by the President. The Board or its President will specify an appropriate date and issue notice thereof as provided below, for the purpose of electing directors and electing officers for the ensuing year, receiving reports from the Association's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall be in writing and shall be mailed to all directors at least seven days before the annual meeting.

The Board shall hold at least four (4) regular meetings during the fiscal year of the Association. Regular meetings of the directors may be held at such times and places as, in the opinion of the President or a majority of the directors, the interests of the Association shall require, reasonable notice having been given thereof.

Special meetings of the directors shall be held whenever called by the President or by the Secretary upon the written request of at least one of the directors. At least two days' written or oral notice stating the time, place and purpose of special meetings shall be given to each director.

A written waiver signed at any time by a director entitled to notice shall be the equivalent to the giving of notice. The attendance of any director at a meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by such director of notice of the meeting.

2.9. QUORUM, ACTION BY BOARD OF DIRECTORS AND ADJOURNMENT. A majority of the directors then serving shall constitute a quorum for the transaction of business; and the act of a numerical majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Association's certificate of incorporation, or the Act. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.10. ACTION WITHOUT A MEETING. Any action which may be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting and the number of such directors or committee members, as the case may be, constitutes a quorum for such action. Such consent shall be filed with the minutes of the directors' or committee's meetings.

2.11. MEETING BY CONFERENCE TELEPHONE. A director or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, and participation in a meeting shall constitute presence in person at such meeting.

2.12. RESIGNATIONS**.** The resignation of any director shall be in writing and shall be effective immediately upon receipt by the Association if no time is specified, or at such later time as the resigning director may specify and the Association shall accept.

2.13. REMOVAL OF DIRECTORS**.** The Members may remove any director with or without cause.

2.14. COMPENSATION**.** No director shall receive compensation for services rendered to the Association in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Association.

# ARTICLE III.  COMMITTEES OF THE BOARD

3.1. GENERAL**.** At least annually the Board, by the affirmative vote of a majority of all directors then serving, shall appoint an Executive Committee in accordance with these bylaws. The Board may appoint such other committees as the Board from time to time may consider necessary or advisable. The chairs or co-chairs shall serve at the pleasure of the President until resignation or removal of the chair or co-chair. The chair or co-chairs of each committee shall submit an annual budget to the Board for committee activities. The membership and duties of each committee shall be as hereinafter set forth and as may from time to time be determined by the Board.

Except as specifically authorized by the Board, all committees except the Executive Committee shall be advisory in nature and shall not have authority to act on behalf of the Association. Non-board members may be appointed to any committee that does not have the authority to act for the Board. Each committee shall meet with sufficient frequency to accomplish its assigned functions. Each committee shall develop and maintain rules pertaining to its functions and responsibilities. Each committee shall periodically report its actions to the Board and shall prepare and submit a written report to the President for inclusion in the Annual Report of the Association.

3.2. QUORUM AND ACTION**.** At all committee meetings, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present at a meeting at which a quorum is present shall constitute the act of the committee. Ex-officio members of any committee and non-board members shall each be counted in determining a quorum and shall each have the right to vote.

3.3. CONSENT**.** Any resolution in writing, approved and signed by all of a committee's members entitled to vote, shall have the same force and effect as if the same were approved by the committee members at a meeting duly called and held for that purpose, and such resolution shall be recorded by the Secretary in the minute book of the Association.

3.4. EXECUTIVE COMMITTEE**.** The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The President shall serve ex-officio as chairman of the Executive Committee.

Subject to any prior limitations imposed by the Board, the Executive Committee shall have the power to transact all regular business of the Association during the interim between the meetings of the Board, and its actions shall have the same force and effect of action of the Board, provided, however, the Executive Committee may not: (1) approve or recommend to the Members action that the Act requires to be approved by the Members; (2) fill vacancies on the Board or on any committee with the power to act on behalf of the Association; (3) adopt, amend or repeal bylaws; (4) approve a plan of merger; (5) approve a sale, lease, exchange or other disposition of all or substantially all, of the property of the Association except as provided in Section 33-1101(e)(5) of the Act; or (6) approve a proposal to dissolve. The action of the Executive Committee with respect to such matters shall have the same force and effect as if the action were taken by the Board. The Executive Committee shall report any actions and recommendations to the Board at each Board meeting.

3.5. EXECUTIVE DIRECTOR**.** The Board, by a vote of two-thirds of the directors present at a meeting at which a quorum is present, may appoint an Executive Director to serve at the pleasure of the Board. The Executive Director shall be the chief administrative officer of the Association, subject to the control and direction of the Board. The Executive Director may attend meetings of the Board at its direction, and shall submit regular reports to the President or, if none, to the Board on the operations of the Association. The Executive Director shall not count for purposes of determining a quorum and shall not be entitled to vote at Board meetings. The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the Board.

**3.6 ADVOCACY COMMITTEE.** The Advocacy Committee shall consist of a chair appointed by the President. The Advocacy Committee chair may, at his or her discretion, select a co-chair to share the chair responsibilities. The Advocacy Committee consists of Members in good standing who are interested in contributing to the functions and responsibilities of the Advocacy Committee. The Advocacy Committee shall: (i) survey the membership every other year (prior to a “long” legislative session) to ascertain what public health topics are considered most significant and for which legislation should be advocated; (ii) monitor the status of pending legislation significant to the Association’s public health initiatives and membership interests; (iii) prepare position papers and legislative updates for distribution to Members and legislators, as approved by the President; (iv) present written and/or oral testimony on behalf of the Association before the Connecticut General Assembly regarding certain proposed legislation, as approved by the President; (v) organize lobbying efforts and grassroots advocacy on behalf of the Association, including but not limited to, telephone and letter writing campaigns, as approved by the President; (vi) organize and collaborate with Members to support the Association’s legislative initiatives;  (vii) when possible, meet with leadership at the Connecticut General Assembly’s Public Health Committee and other relevant legislative committees, the Executive Branch of the State of Connecticut and the Connecticut Department of Public Health; (viii) collaborate with other organizations to ensure that public health is a priority in the legislative and policy-making process; and (ix) hold periodic advocacy trainings for the membership and public health students, and periodic legislative advocacy days.

**3.7 AWARDS COMMITTEE.** The Immediate Past President shall be the chair of the Awards Committee. The President shall designate a chair if the Immediate Past President is unavailable. The Awards Committee chair may, at his or her discretion, select a co-chair to share the chair responsibilities. The Awards Committee shall consist of Members in good standing who are interested in contributing to the functions and responsibilities of the Awards Committee. The Awards Committee shall: (i) maintain sets of criteria for the various awards and honors presented by the Association; (ii) announce annually the criteria for awards and honors to the Members and solicit nominations for awardees and honorees from the Members; (iii) review all nominations for awards and honors and recommend recipients to the Board; (iv) award certificates of appreciation at the annual meeting as approved by the Board; and (v) maintain an historical list of all awards and honorees, including Honorary Members.

**3.8 COMMUNICATIONS COMMITTEE.** The Communications Committee shall consist of a chair appointed by the President. The Communications Committee chair may, at his or her discretion, select a co-chair to share the chair responsibilities. The Communications Committee shall consist of Members in good standing who are interested in contributing to the functions and responsibilities of the Communications Committee. The Communications Committee shall: (i) keep Members informed of the Association’s activities through preparation and distribution of communications of the Association, which may include the “Connecticut Public Health Association Newsletter” and “Newsbriefs;”(ii) provide information and maintain content on the Association’s website; (iii) conduct public relations activities of the Association in consultation with the Board; and (iv) assist the Program Committee with publicity for the annual Member meeting.

**3.9 MEMBERSHIP COMMITTEE.** The Membership Committee shall consist of a chair appointed by the President. The Membership Committee chair, may at his or her discretion, select a co-chair to share the chair responsibilities. The Membership Committee shall consist of Members in good standing who are interested in contributing to the functions and responsibilities of the Membership Committee. The Membership Committee shall: (i) review and accept or reject applications for admission as a Member of the Association; (ii) promote and solicit membership for the Association; (iii) strive to maintain current memberships; and (iv) maintain an accurate membership list for distribution to the Board upon request and to the Members at the annual meeting.

**3.10 NOMINATING COMMITTEE.** The President-Elect shall be the chair of the Nominating Committee The Nominating Committee chair may, at his or her discretion, select a co-chair to share the chair responsibilities. The Nominating Committee shall consist of two Members who shall be appointed by the President and the President-Elect.The Nominating Committee shall: (i) present a slate of nominees to the Members for all elections; (ii) conduct all elections of the Association at the annual meeting or by mail or electronic ballot and consistent with these bylaws and the certificate of incorporation; and (iii) maintain within its operating procedures a timetable for nominations, balloting and reporting.

**3.11 PROGRAM COMMITTEE.** The Program Committee shall consist of a chair appointed by the President. The Program Committee chair, may at his or her discretion, select a co-chair to share the chair responsibilities. The Program Committee shall consist of Members in good standing who are interested in contributing to the functions and responsibilities of the Program Committee. The Program Committee shall: (i) plan, coordinate and evaluate all details of the annual Member meeting in cooperation with the Board and with assistance from the Communications Committee; and (ii) plan, coordinate and evaluate other special programs as designated by the Board.

**3.12 HEALTH EDUCATION COMMITTEE.** The Health Education Committee shall consist of a chair appointed by the President. The Health Education Committee chair, may at his or her discretion, select a co-chair to share the chair responsibilities. The Health Education Committee shall consist of Members in good standing who are interested in contributing to the functions and responsibilities of the Health Education Committee. The Health Education Committee shall: (i) plan, conduct and evaluate timely education programs for the Members as authorized by the Board; and (ii) plan, conduct and evaluate timely education programs for constituents other than the Members as authorized by the Board.

**3.13 MENTORING COMMITTEE.** The Mentoring Committee, also known as Mentors on Request (MOR), shall consist of a chair appointed by the President. The Mentoring Committee chair, may at his or her discretion, select a co-chair to share the chair responsibilities; only the chair shall represent the MOR on the CPHA Board.

A leadership team of up to seven members will be responsible for supporting the chair and implementing the committee goals. The chair, at his or her discretion, may assign roles to individuals on the leadership team as needed. The larger Mentoring Committee will include organizational members, who are interested in contributing to the functions and responsibilities of the Mentoring Committee and will be represented by an individual that is a CPHA Member in good standing.

The Mentoring Committee shall: (i) recruit a broad range of institutions, including higher education, local and state health departments, foundations and non-profits to collaborate on grants and free programs aimed at developing youth as public health leaders; and (ii) foster relationships between public health organizations, professionals, students ranging from middle school to graduate school, and educators in the community with information on public health concepts, skills and careers; and (iii) foster professional relationships between public health practitioners and university students studying Public Health.

**3.14 ADVISORY COUNCILS.** The CPHA Board of Directors, by majority vote, may create advisory councils, whose purpose shall be to advise and support CPHA Board activities. The Board shall determine a council’s a) purpose; b) membership; c) size; d) term; e) number of seats it shall have on the Board; and f) voting status of each seat (non-voting members shall not count towards the Board quorum). An advisory council can be renewed by the Board for an unlimited number of terms. When a council is created, the President shall appoint a council member to convene the first council meeting. At the first meeting of such council, a) a council chair shall be named by majority vote of council members; and b) council members shall select the specified number of representatives to the Board. Councils shall meet at least twice a year, and the President or a designee shall attend at least one council meeting each year. Council members selected to serve on the Board shall have a term of the lesser of two years or the term of the council. Council chairs may serve for an unlimited number of two-year terms, but may not serve more than three (3) terms in succession. The Board may discontinue a council at any time by majority vote of serving directors. If a council is discontinued, the Board seats also shall be discontinued.

**3.15 AD HOC COMMITTEES.** Ad hoc committees shall be created to accomplish tasks which are not on-going and which are not the responsibility of any other committee. The creation of an ad hoc committee shall be approved by the Board. The President shall appoint the chair and all members of all ad hoc committees in consultation with the Board. The President shall have authority to change the composition of an existing ad hoc committee in consultation with the Board. At the conclusion of the task the ad hoc committee was created to accomplish, the committee shall submit a written report to the President. The chair or co-chair of the ad hoc committee shall submit progress reports upon request to the President. The Board shall have the authority to disband any ad hoc committee.

# ARTICLE IV.  OFFICERS

4.1. OFFICERS, ELECTION, TERM AND VACANCIES**.** The officers of the Association shall consist of a President, President-Elect, Immediate Past President, Secretary and Treasurer. The following officers shall be ex-officio members of the Board: President, President- Elect, Immediate Past President, Treasurer and Secretary. Those officers whose terms are expiring shall be elected by the Members at the annual meeting or via mail ballot at least ten (10) days prior to the annual meeting of the Members. When elections are held via mail ballot, the total number of Members in good standing who actually vote by mail, (rather than the total number of Members entitled to vote), shall determine the vote of the Members.

Consistent with Paragraph 2.4 above, following the adoption of these bylaws, officers shall be elected at a special meeting of the membership called for that purpose.

The Nominating Committee shall solicit nominations for all officers from the Members. Whenever possible, the Nominating Committee shall present to the Members more than one candidate for each office to be filled. Prior to conducting the election, the Nominating Committee shall present the list of officer candidates to the Board for informational purposes. Prior to reporting results of any election to the Members, the Chair of the Nominating Committee shall report such results in writing to the Board and to the candidates for office.

Election results shall be reported to the Members by the Chair of the Nominating Committee at the annual meeting or thereafter. Except as provided above, officers may, but need not, be members of the Board. Any person may simultaneously hold multiple offices.

Officers shall be elected for a two-year term with the exception of the President-Elect who shall serve a term of six (6) consecutive years including, two (2) years as President-Elect, two (2) years as President, and two (2) years as Immediate Past President. The President shall succeed the Immediate Past President at the end of the Immediate Past President’s regular term of office or as set forth in these bylaws. Officers shall serve for their designated term and until his or her successor has been elected and qualified. The President, Secretary, and Treasurer may serve an unlimited number of two-year terms, as long as they do not serve for more than three (3) terms in succession without at least a one (1) year hiatus.

Any vacancy or vacancies occurring in any office of the Association may be filled until the next election by the concurring vote of a majority of the remaining directors, though such remaining directors are less than a quorum, though the number of directors at the meeting is less than a quorum, and though such majority is less than a quorum. Officers shall assume their duties at the beginning of the Association’s fiscal year.

4.2. PRESIDENT**.** The President shall preside at each meeting of the directors and Executive Committee meetings and shall have such powers and duties as usually pertain to the office of President. In general, the President shall be the chief executive officer of the Association and shall have general supervision over the affairs of the Association, subject to the control of the Board. The President shall appoint all chairs, co-chairs and members of all standing committees and any ad hoc committees, except the Executive Committee and as otherwise provided by the bylaws. The President shall represent the Association publicly or delegate such representation as appropriate. The President shall also perform such other duties as may be assigned to him or her by the Board or the Members.

4.3. PRESIDENT-ELECT**.** It shall be the duty of the President-Elect, in the absence of the President, to perform the President's duties. The President-Elect shall have the responsibility for the policy and long-range planning activities of the Association and serve as the chair of the Nominating Committee. The President-Elect shall also perform such other duties as may be assigned to him or her by the Board or the Members.

**4.4.** **IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall assist the President as requested and shall preside over meetings of the Association in the absence of the President and President-Elect. The Immediate Past President shall chair the Awards Committee and recommend Members to the President for appointment to the Awards Committee. The Immediate Past President shall also perform such other duties as may be assigned to him or her by the Board or the Members.

4.5. SECRETARY**.** The Secretary shall give due notice of all meetings of the Association and of the Board, shall keep the minutes of the proceedings of the meetings of the Association, including meetings of the Board, Members, and the Executive Committee and shall distribute minutes as directed by the President. The Secretary shall act as custodian of all records and reports of the Association and of the Board and handle the Association’s written correspondence. In addition, the Secretary shall perform such other duties as are incident to the office or as may be assigned by the President, the Board or the Members.

4.6. TREASURER**.** The Treasurer shall supervise the receipt and custody of the Association's funds; prepare the annual budget; maintain or oversee correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Association; assume responsibility for all funds and securities of the Association and deposit all such funds and securities in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Association's financial status; serve as a chair of the Finance Committee; submit written annual and semi-annual financial reports with supporting documentation to the Executive Committee for review two (2) months prior to the annual meeting, which shall be presented by the Executive Committee to the Board one month prior to the annual meeting; present an annual financial report to the Members at the annual meeting; and perform such other duties as may be assigned to him or her, by the President, the Board or the Members. All checks, drafts and other orders in excess of five hundred dollars ($500.00) issued by the Treasurer shall require signature of two (2) of the following officers: the Treasurer, the President, or the President-Elect.

4.7. REMOVAL**.** Any officer of the Association may be removed, with or without cause, at any time by a resolution adopted by the Members or by the affirmative vote of a majority of all of the then serving directors.

# ARTICLE V. SECTIONS

# **5.1. GENERAL**. The Board may by the affirmative vote of no less than two-thirds of all directors then serving establish sections (“Sections”) within the Association for the purposes outlined in Section 5.2, provided that the Board has received an application for establishment, which shall include evidence that at least [three] Members of the Association request such designation.

# **5.2. PURPOSES**. The purposes of Sections are: (i) to provide professional and special interest groups for Members, (ii) to support the exchange of ideas, knowledge and skills among Members with similar interests, (iii) to encourage the application of these ideas and skills to public health problems and programs, and (iv) to implement the Association’s stated policy positions.

# **5.3. MEMBERSHIP**. Sections shall be comprised of Members in good standing who are interested in furthering the purposes and objectives of the Section and the Association. Individual members of each Section shall be Members in their own right of the Association and must pay the applicable dues to the Association in order to be considered a Member in good standing.

# **5.4. LEADERSHIP**. For each Section, members of a given Section shall elect annually a Chair, Vice Chair, and Secretary of such Section.

# **5.5. DUTIES AND FUNCTIONS**. Each Section shall, among other duties and functions: (i) develop and maintain bylaws, (ii) submit to the Board annually a plan and budget for such Section’s activities, (iii) plan meetings, programs, and other activities that meet such Section’s needs, (iv) name such Section’s committees, but whenever possible, integrate such committees’ work into the existing committees of the Association, (v) submit to the Board legislative agendas supported and recommended by such Section, (vi) make general recommendations for and participate in the annual Member meeting of the Association, (vii) submit a written report to the President for inclusion in Annual Report of the Association, and (viii) submit to the Board, for approval by the Board or its Executive Committee, any project or action which would involve reference to or participation by the Association.

# **5.6. MEETINGS**. Each Section shall meet with sufficient frequency to accomplish its purposes but no less than annually. Each Section shall periodically report its activities to the Board but no less than annually.

# **5.7. FINANCES**. The Board, with input from the Chair of each Section, may determine the amount of annual dues for each Section for status as a Section of the Association. A Section may raise additional funds for support of its own programs, provided such revenue sources have been approved by the Board.

5.8. AFFILIATION. A Section may maintain a member relationship with a local, regional, state and/or national organization, coalition, or group.

5.9. DISSOLUTION. The Board may dissolve a Section by the affirmative vote of no less than two-thirds of all directors then serving, provided no less than thirty days written notice of such proposal shall have been provided to the Chair of such Section. A Section may dissolve itself, provided no less than thirty days written notice of such proposal shall have been provided to the Board. A Section may be dissolved or dissolve itself with or without cause.

5.10. CONFLICTING PROVISIONS PROHIBITED. Notwithstanding any other provision in this Article V, no Section shall adopt any rule, regulation, purpose, objective, procedure, or policy which shall be in conflict with any provisions of the Act, any other applicable law, the Association’s certificate of incorporation, these bylaws, or any rule, regulation, or resolution adopted or approved by the Board.

# ARTICLE VI. GENERAL PROVISIONS

6.1. DUALITY OF INTEREST**.** Each director shall disclose to the Board immediately upon election and thereafter, annually (or sooner if a duality of interest should sooner arise) any duality of interest involving him or her, including persons related to him or her and any ownership of any voting power or profits or beneficial interest of any other entity. No member of the Board shall vote on any matter which would have a material financial effect upon such director, a person closely related to such director, or upon an entity with respect to which such director has an employment relationship, beneficial interest or other significant financial relationship or upon his or her business. Any such financial effect shall be disclosed at the time of such vote, and any disclosing director must refrain from consideration of the proposed transaction, unless for special reason the Board or administration requests information or interpretations. Any director with conflicts may not otherwise participate in discussion, vote nor be present at the time of the vote.

6.2. FISCAL YEAR**.** The fiscal year of the Association shall be January 1 to December 31.

6.3 AMENDMENT**.** Unless otherwise provided in these bylaws, the Association’s certificate of incorporation or the Act, these bylaws may be amended by the affirmative vote of no less than a majority of the directors present at a meeting at which a quorum is present, provided proper notice of the proposed amendments shall have been delivered to each director prior to the meeting at which such amendments should be considered.

The foregoing bylaws were approved by the affirmative vote of a majority of all the directors in office at a meeting at which a quorum was present on this 24th day of July, 2020.

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**Tekisha Everette**

Secretary