

Wisconsin Public Health Association, Inc.
Bylaws

Article I. Name and Affiliation

The name of this Association, incorporated under the laws of the State of Wisconsin, is the Wisconsin Public Health Association, Inc. This Association shall be affiliated with the American Public Health Association. The abbreviation for the Wisconsin Public Health Association, Inc. is WPHA.

Article II. Purpose

As documented in the Articles of Incorporation, the purpose of the Association shall be to educate the public and the profession about the science of public health and to seek enactment of just programs to benefit the health of the public. The corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Since the Articles of Incorporation have been established, the Association has evolved to include policy, systems, and environmental change, and intentionally incorporate equity into the purpose and plans of the Association. The vision and mission of this Association shall be documented in the most recent Association strategic plan.

Article III. Membership

Section 1. Classification

There shall be at least two (2) classes of membership: Individual and Organizational. The Board of Directors may determine additional membership classes within.

A. Individual Membership

1. Eligibility: Any person who is professionally prepared for, engaged in, or has demonstrated a serious interest in public health work in the State of Wisconsin shall be eligible for regular membership.
2. Rights: an individual member shall be eligible to participate in the proceedings of the Association, hold office (subject to requirements listed elsewhere in these Bylaws), vote for board members, and vote on all motions and resolutions coming before the Association.

B. Organizational Membership

1. Eligibility: Any agency or organization interested in playing an active role in supporting the development of WPHA's programs and policies is eligible for Organizational membership in this Association.
2. Rights: An Organizational member shall not be eligible to hold office, vote for the Officers and Directors of the Association, or vote on motions and resolutions coming before the Association.

Section 2. Other Membership Classes

The Board of Directors may determine additional classes of membership. Such additional classes shall be defined in the WPHA Handbook.

Section 3. Application, Election and Termination

- A. Procedures for membership application, election and termination shall be determined by the Board of Directors.
- B. Any membership may be revoked for cause by a two-thirds vote of the Board of Directors.
- C. Any member may terminate their membership by either written notification to the Association or by failure to pay annual dues.

Section 4. Dues

Membership dues shall be set by the Board of Directors annually.

Article IV. Meetings of the Membership

Section 1. Membership Meetings

- A. There shall be an Annual Business Meeting of this Association each year to be held at a time and place selected by the Board of Directors.
- B. Special meetings of the membership may be called by the Board or by a written petition of ten (10) percent of the individual membership.

Section 2. Quorum and Notification

- A. At any meeting of the membership, a minimum of ten (10) percent of the individual membership of the organization shall constitute a quorum.
- B. Notice of the time, date, place and purpose of any meeting shall be mailed or communicated electronically to all members at least 30 days in advance of the meeting.

Article V. Voting

Each individual member is entitled to one vote at any meeting of members. Casting of votes via written or electronic means is permissible except at meetings conducted in-person. In the case of an in-person meeting absentee voting through electronic, proxy or other means is prohibited.

Article VI. Rules of Order

All business sessions of the Association shall be conducted according to the latest edition of the *Robert's Rules of Order*. Unless otherwise indicated in the Bylaws of the Association, matters of business shall be decided by majority vote of individual members present or responding.

Article VII. Fiscal Year

The Fiscal Year of the Association shall begin on the first day of January and end on December 31 of the same year.

Article VIII. Governing Documents

The Board of Directors shall establish and adopt WPHA Handbook which identify procedures for implementation of these Bylaws.

Article IX. Resolutions

- A. Resolutions are only voted on at the Annual Meeting and must be presented to the Board at least 60 days before the Annual Meeting or else may be subject to late resolution rules.
- B. All resolutions shall be made available to the membership with the comments from the Resolutions Committee and the Board at least 30 days before the Annual Meeting.
- C. There shall be an open hearing, either electronically or in person, for members to discuss proposed resolutions prior to presentation at the business session of the Annual Meeting.
- D. Late resolutions shall be introduced at the Annual Meeting only upon two-thirds (2/3) vote of the individual members present. Late resolutions shall be in place until the next annual meeting. Full notice for these resolutions and re-voting on them shall take place to make them approved resolutions of the Association.

Article X. Amendments

These Bylaws may be amended at any Membership Meeting of the Association by a two-thirds (2/3) vote, provided that the proposed amendment has been distributed in writing or electronically to the membership at least thirty (30) days prior to the Membership Meeting.

Article XI. Officers

Section 1. Positions

The Officers of this Association shall be President, President-Elect, Secretary, Treasurer, Immediate Past President and the Representative to the American Public Health Association Governing Council.

Section 2. Eligibility

- A. Officer candidates shall be elected from the individual membership in good standing at the time of election, and shall have had uninterrupted regular individual membership for at least two (2) years preceding the date ballots are due for the election of the position the candidate is running for..
- B. Eligibility for nomination to the office of President-Elect, in addition to Article XI, Section 2A, requires either membership on the board, chairpersons/co-chairpersons of any section or committee, or have been elected to a WPHA position by the membership at some time during the preceding five (5) year period.
- C. Officers shall be members in good standing of the Wisconsin Public Health Association and the American Public Health Association during their term in office.
- D. In the event a duly elected position cannot carry out duties of the Association, an alternate, also meeting position eligibility requirements, shall be appointed by the President, subject to approval of the Board of Directors.

Section 3. Duties

- A. President. The President shall:
 - 1. Preside at all meetings of the Association;
 - 2. Serve as Chairperson of the Board of Directors;
 - 3. Appoint all section or committee chairpersons/co-chairpersons and approve members not otherwise provided for with confirmation by the Board;
 - 4. Sign all orders necessary to carry out the will of the Association;
 - 5. Act as the official representative of the Association, except as otherwise provided in these Bylaws during his/her term of office;

6. Serve as a non-voting member of all Standing and Special Committees except the Nominating Committee;
 7. Perform such other duties as law, custom or parliamentary procedure may require.
- B. President-Elect. The President-Elect shall:
1. Assume the duties of the President at the close of the current President's term;
 2. Serve on the Finance Committee;
 3. Perform such other duties as may be directed by the Association and the Board of Directors.
- C. Secretary. The Secretary shall:
1. Record and maintain the minutes of the proceedings of the Association and the Board of Directors;
 2. Assure preservation, maintenance, accuracy, and accessibility of Association records;
 3. Perform such other duties as may be directed by the Association and the Board of Directors.
- D. Treasurer. The Treasurer shall:
1. Assure preservation, maintenance, accuracy, and accessibility of all the monetary records of the Association, subject to the direction and disposition of the Board of Directors;
 2. Assure fidelity bond in such sums as may be fixed by the Board of Directors, the premium of the bond to be paid by the Association;
 3. Review all revenue and expenditures to assure alignment with approved Board of Directors' annual budget, and make recommendations to the Board of Directors as necessary;
 4. Serve on the Finance Committee;
 5. Perform such duties as may be directed by the Association and the Board of Directors.
- E. Immediate Past President. The Immediate Past President shall:
1. Serve as a voting member of the Executive Committee and the Finance Committee;
 2. Serve as a non-voting member of the Nominating Committee;
 3. Perform such other duties as may be directed by the Association and the Board of Directors.
- G. Affiliate Representative to the American Public Health Association Governing Council
See Article XII.

**Article XII. Affiliate Representative to the
Governing Council (ARGC) of the American Public Health Association**

This Association shall be represented on the American Public Health Association Governing Council.

Section 1. Selection of Representative

- A. The delegate shall be elected as designated by these Bylaws.
- B. The delegate shall be a current member of the American Public Health Association and shall have served as a past board member of WPHA.

Section 2. Responsibilities

- A. The delegate is responsible for representing the point of view of WPHA on the Governing Council of APHA.
- B. The delegate is responsible for reporting in writing to the Board of Directors, and for keeping the membership informed, of the proceedings of Governing Council meetings.
- C. The delegate shall serve as a member of the Executive Committee.

- D. The delegate also represents WPHA at meetings of the Great Lakes Coalition and other APHA related activities as authorized by the Board.

Article XIII. Regional Representation

Section 1. Purpose

To assure representation of the WPHA Board from all parts of Wisconsin, each region as defined by the Wisconsin Division of Public Health, shall have one Regional Representative, a WPHA individual member in good standing living or working in the region who shall be elected by WPHA members from that region. Regional Representatives serve as liaisons and representatives of the WPHA membership at large and to increase visibility of and communications for WPHA amongst their regions. Candidates shall have been individual members for at least one (1) full year preceding the election ballot due date.

Section 2. Responsibilities

The Regional Representatives shall perform the duties listed in the WPHA Handbook.

Article XIV. At-Large Representation

Section 1. Purpose

To encourage representation that is diverse and proportional to the distribution of the population of Wisconsin, there shall be two (2) Directors-at-Large. Candidates shall have been individual members for at least one (1) full year preceding the election ballot due date.

Section 2. Responsibilities

The Directors-at-Large shall perform the duties listed in the WPHA Handbook.

Article XV. Board of Directors

Section 1. Composition

The Board of Directors shall consist of the Officers of the organization (including the Affiliate Representative to the Governing Council of the American Public Health Association), the Regional Directors, and the Directors-at-Large.

Section 2. Chairperson

The President shall serve as Chairperson of the Board of Directors.

Section 3. Duties of the Board

- A. To hire and supervise Association staff;
- B. To delineate the WPHA Handbook and determine all policies of the Association;
- C. To establish and/or consider membership proposals of sections and committees of the Association, combine or discontinue them when necessary, and formulate general rules and regulations governing their policies unless otherwise stated in these Bylaws;
- D. To confirm the appointment of the chairpersons/co-chairpersons and members of all Association section and committees unless otherwise established in these Bylaws;
- E. To receive and consider all section and committee reports;
- F. To direct the administration and affairs of the Association, including approving the annual budget as submitted by the Finance Committee, and including the disposition of all monetary assets and the initiation and management of contracts;

- G. To act for the Association in the interval between Annual Meetings;
- H. To fill vacancies on the Board of Directors between annual elections;
- I. To have the duty to approve applications for membership or revoke membership for just cause;
- J. To participate in fundraising activities for WPHA;
- K. To attend WPHA meetings;
- L. To represent the WPHA regions and coordinate activities in those regions’;
- M. To respond and react to the needs of the Association and its members as may be necessary.

Section 4. Executive Committee

- A. There shall be an Executive Committee consisting of all of the Officers.
- B. The Executive Committee shall have full powers of the Board of Directors between sessions of the latter in administration as distinguished from policy matters, and shall report its activities at each meeting of the Board of Directors.

Section 5. Meetings

The Board of Directors shall meet at least three times per year and inclusive of meetings at the call of the President or at the written request of any three (3) members of the Board with the purpose stated.

Meetings shall be conducted through the use of any means by which all participating Directors and Officers may simultaneously hear or read each other’s communications during the meeting, or all communication during the meeting is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants.

In the event a regular meeting may not be held, an action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is approved by two-thirds (2/3) the Directors and Officers then in office or by phone or other electronic communication

Section 6. Quorum

A majority of the currently filled Board membership, including at least one Officer, shall constitute a quorum for the transaction of business.

Section 7. Removal from Office

Any member of the Board of Directors who misses three (3) consecutive meetings or fifty (50) percent or more of meetings within one year may automatically be removed from office and the vacancy filled in accord with the provisions of Article XVII of these bylaws.

Article XVI. Elections

Section 1. Time of Elections

- A. Officers and Directors of this Association shall be elected yearly. The elections shall be held within the 3 months prior to the installation of officers.
- B. The installation of all elected Officers and Directors shall occur at the start of the Fiscal Year.

Section 2. Terms of Officers and Directors

- A. The President, the President-Elect and the Immediate Past President shall serve for one (1) year (i.e., a 3-year commitment for the President-Elect).
- B. The Secretary, Treasurer, Affiliate Representative to the Governing Council of APHA, Regional Representatives, and Directors-at-Large shall serve for three year terms.
- C. The terms of at most four Board positions (other than the President-elect) will expire in any given year.

Section 3. Term Limits

- A. The President shall serve one term and may serve additional terms as long as they are not consecutive.
- B. Other members of the Board of Directors may serve a maximum of two consecutive full or partial terms in any given position, and may serve additional terms in that position as long as they are not consecutive.

Section 4. Selection of Nominating Committee

- A. Two (2) persons will be elected to the Nominating Committee each year from a slate of five (5) WPHA Members who would not be simultaneously serving on the Board.
- B. Of these two persons, one is to serve a one (1) year term, and one is to serve a two (2) year term. The person with the greatest number of votes shall receive the two-year term and automatically becomes Chairperson of the Committee in the second year of his/her term.

Section 5. Voting

- A. Ballots containing the names of candidates, as selected by the Nominating Committee, shall be distributed in writing or electronically to the individual membership not less than sixty (60) days prior to the installation of Officers and Directors and shall be returned as instructed at least thirty (30) days prior to their installation.
- B. The ballots shall be counted by electronic voting or by tellers appointed by the President.
- C. Candidates receiving the largest number of votes shall be declared elected.
- D. The tallied ballots shall be retained by the Board's assignee or the Secretary for at least one (1) year.
- E. Procedures for voting shall be determined by the Board of Directors and documented in the WPHA Handbook.

Article XVII. Board of Directors Vacancies and Removal from Office

Section 1. Unexpired Term of Office

- A. Any vacancy other than that in the office of the President and the President-Elect shall be filled for the remainder of the term by appointment of a two thirds (2/3) vote of the Board of Directors.
- B. Any unexpired term of President shall be filled by the President-Elect.
- C. If the office of President-Elect becomes vacant within the first nine (9) months of the term, the office shall be filled by election of the individual membership containing the names of at least two (2) nominees. Such ballots shall be prepared by the Nominating Committee.
- D. If the office of President-Elect becomes vacant during the last three (3) months of the term, the office will be filled by the incoming President-Elect (see Article XVI Section IA).

Section 2. Failure to Perform

The Board of Directors may remove from office by a two thirds (2/3) vote any Officer or Director who does not perform the duties as defined.

Article XVIII. Committees

Section 1. Nominating Committee

- A. The Nominating Committee shall, in advance of annual elections for expiring offices and positions, and at the request of the Board for vacant offices and positions, recommend nominees for positions

with WPHA. The Nominating Committee shall, in general, attempt to identify at least two (2) candidates for vacant and expiring offices and positions.

- B. The Nominating Committee shall consist of three (3) members.
- C. In addition, the Immediate Past President shall be a non-voting member of the Nominating Committee.

Section 2. Standing Committees

- A. The Standing Committees and their functions shall be designated by the Board of Directors and shall be listed in the WPHA Handbook.
- B. The Committee Chairpersons/Co-Chairpersons shall be appointed by the President, unless otherwise designated, subject to the approval of the Board of Directors. The Chairperson/Co-Chairpersons shall select his/her own committee members, unless otherwise designated, subject to the approval of the Board of Directors. At least one (1) member from the previous year's committee shall be purposefully retained to provide continuity within the Committee. One (1) member of each Standing Committee shall be selected from the Board of Directors.

Section 3. Special Committees

Special Committees shall be appointed by the President as deemed necessary and approved by the Board of Directors.

Article XIX. Sections

Section 1. Purpose

- A. A section is a membership unit that represents one or more major fields of interest, or professional disciplines among members.
- B. Sections shall have a Chairperson/Co-Chairpersons and shall be appointed by the President, unless otherwise designated, subject to the approval of the Board of Directors.
- C. Members may request the formation of a new section, subject to the approval of the Board of Directors. Further guidelines to create a membership section are indicated in the WPHA Handbook.

Article XX. Indemnification of Officers, Directors, Employees and Agents

Section 1. Definitions

- A. "Expenses" include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.
- B. "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture, fine, and reasonable associated expenses.
- C. "Party" means an individual who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.
- D. "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding which involves foreign, federal, state or local law.

Section 2. Mandatory Indemnification for Directors and Officers.

- A. WPHA shall indemnify current and former Directors and Officers for all reasonable expenses incurred in defense of a proceeding if the Director or Officer was a party because he or she is a Director or Officer of WPHA, unless liability was incurred because of willful misconduct or because the person breached or failed to perform a duty he or she owes to WPHA, including the duty not to derive any improper personal profit.

- B. WPHA's indemnification coverage and reimbursement of related expense shall always serve as the primary indemnification coverage for all WPHA Directors and Officers, even if a Director or Officer elects to obtain indemnification through other means or through insurance coverage maintained by him or her.

Section 3. Determination of Right to Indemnification.

- A. Except as noted in Section 2 and except for court ordered indemnification of Directors and Officers provided for in Wisconsin Statutes, the right of a Director, Officer, Employee or Agent to indemnification under these Bylaws shall be determined by one of the three methods set forth below. The determination of which method will be used shall be by a majority vote of the disinterested Directors and Officers.
 - 1. By a majority vote of a quorum of the Board of Directors consisting of Directors and Officers not at the time parties to the same or related proceedings. If a quorum of disinterested Directors and Officers cannot be obtained, then by majority vote of a committee duly appointed by the Board of Directors consisting solely of two or more Directors and Officers not at the time parties to the same or related proceedings. Directors or Officers who are parties to the same or related proceedings may participate in the designation of members of the committee.
 - 2. By independent legal counsel selected by a quorum of the Board of Directors, or if unable to obtain such a quorum by a majority vote of the full Board of Directors, including Directors and Officers who are parties to the same or related proceedings.
 - 3. By a panel of three arbitrators consisting of one arbitrator by the full Board of Directors, one arbitrator selected by the person or persons seeking indemnification, and one arbitrator selected by the two arbitrators previously selected.
- B. The Board of Directors may, by majority vote of Directors and Officers not at the time parties to the same or related proceedings, authorize rights to indemnification and payment of expenses in addition to those provided for in this Bylaw Article above, provided that such authorization is permissible under Wisconsin Statutes.

Section 4. Insurance.

WPHA may purchase and maintain liability insurance on behalf of an individual who is a Director, Officer, Employee or Agent of WPHA, regardless of whether WPHA is required or authorized to indemnify or allow expenses to the individual against the same liability under these Bylaws or applicable Wisconsin Statutes.

Article XXI. Disposition of Assets

In the event that the Wisconsin Public Health Association, Inc., ceases to function, all assets after all debts and outstanding liabilities have been satisfied, shall go to such non-profit organization as the Board of Directors shall select, provided that such organization has corporate purposes similar to that of the Wisconsin Public Health Association, Inc. Such dissolution will be in accordance with all pertaining laws of the State of Wisconsin and no remaining assets shall endure to the benefit of any private individual.