

BY LAWS OF THE ARIZONA PUBLIC HEALTH ASSOCIATION, Incorporated

Article I

NAME

Section 1. Name

This corporation shall be known as the Arizona Public Health Association (AzPHA).

Article II

MISSION AND PURPOSE

Section 1 Mission

The mission of the Arizona Public Health Association is to protect and promote Arizona's public health through education, programs, and advocacy.

Section 2 Purpose

The purpose for which this corporation is organized is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona and described in Section 501c3 of the Internal Revenue Code, as they may be amended from time to time.

Article III

MEMBERSHIP

Section 1 Eligibility

The eligibility of any organization, corporation or business firm for membership in the Association shall be determined by two-thirds of the membership of the board.

Section 2. Categories

There shall be four classes of members:

INDIVIDUAL MEMBERS: All persons interested in the advancement of public health may become members of the Association upon payment of dues, with the privilege of voting.

SUSTAINING MEMBERS: Public, non-profit, private organizations, firms, tribal entities, or other entities that are supportive of the mission and interested in promoting public health may become a sustaining member, at fees determined by the Board of Directors.

ASSOCIATE MEMBERS: Benefits and voting privileges are the same as individual members but annual dues are at a reduced rate as established by the board.

a. Student/trainee: Persons enrolled full time in a health-related program of study.

b. Retired: Arizona Public Health Association members who have retired from active public health careers.

LIFE MEMBERS: Any person who has been an active member of the Association for at least fifteen years, who is retired from an active career, whose name is submitted to the Board of Directors for consideration and who is approved for life membership by two-thirds of the Board of Directors. Benefits and voting privileges are the same as the individual members.

AGENCY MEMBERS: A public or private health organization may become an agency member of the Association, at the fees determined by the Board of Directors.

Section 3 Dues

The annual dues for membership categories of the Association shall be determined by the Board of Directors. Dues collected will be used to achieve the mission of the organization and to support the activities of the special interest sections. Dues shall not be required for Life Members. The Board of Directors may approve adjustments in the dues for special membership recruitment campaigns

Section 4 Discontinuance

Upon the recommendation of an officer of the board, the Board of Directors may discontinue the membership of any member, agency contributing member or associate member whose behavior implies and/or state positions contrary to the purpose of the Association.

Three-fourths of the votes cast at a regular or special board meeting shall be necessary for such action. The affected member shall be advised of the intent of the board and the date, time and place of the meeting at least five days prior to the meeting date.

Membership or affiliation with the Arizona Public Health Association will be immediately terminated by the negative vote.

No portion of the dues will be refunded.

**Article IV  
AFFILIATION**

Section 1 American Public Health Association

The Arizona Public Health Association shall establish and maintain affiliate membership in the American Public Health Association. The organization shall have a voting seat on the American Public Health Association Governing Council.

**Article V  
BOARD OF DIRECTORS**

Section 1 Powers and Duties

The affairs and property of the organization shall be managed and controlled by its Board of Directors which shall exercise the powers and responsibilities of the organization as authorized by statutes, and the bylaws of the organization.

Specific Powers

1. To determine overall direction, role and mission of the organization.
2. To formulate and approve strategic and financial goals and plans.
3. To review the organization's performance in relation to the mission.
4. To set policy for the organization consistent with these bylaws.
5. To appropriate funds entrusted to this organization.
6. To appoint, remove or suspend the Executive Director as necessary.
7. To amend these bylaws on a provisional basis.

Section 2 Membership

The Board of Directors shall consist of the officers, the immediate Past President, the

chairs of the active sections, the chairs of committees, the Arizona Department of Health Services, the Arizona Local Health Officers Association, and the Mel and Enid Zuckerman College of Public Health.

All Directors shall be members in good standing of the organization.

Section 3 Vacancies

With approval of the Board of Directors, the President will appoint replacements for officers, the affiliate Representative to the Governing Council of the American Public Health Association, and committee Chairs, to complete the term at which time newly elected, or as appropriate, newly appointed members of the Board shall take office. Sections will be responsible for their representation on the Board of Directors.

Section 4 Removal

Two consecutive and unexcused absences by any member (other than Section Chairs) of the Board of Directors from regular meetings of the Board of Directors shall be considered a resignation.

Section 5 Regular Meetings

A minimum of 6 regular meetings of the Board of Directors will be held annually at such place and time determined by the Board.

Section 6 Notification of Meetings

Directors shall be notified of the date and place of regular and special meetings at least seventy-two hours prior to such meetings.

Section 7 Quorum

A simple majority of the members of the Board of Directors in office shall constitute a quorum for the transaction of business. The majority of directors voting at a meeting at which a quorum is present shall constitute the act of the Board of directors, unless otherwise noted in these bylaws. An absent member may be represented by proxy. A signed proxy statement should be mailed, faxed or electronically mailed to the President at least 48 hours prior to the meeting at which business is to be transacted. Absent board members may assign their proxy statements, for the purpose of voting, to a board member for the meeting. If no board member is designated, the President will be given the authority to act on the proxy statement. All proxy statements are valid for the duration of one board meeting and are revocable only by the member submitting the proxy statement.

Article VI  
SECTIONS

Section 1 Definition

A special interest section is a subset of members organized because of shared discipline or concern for a population issue.

Section 2 Formation

A special interest section may be created by the Board of Directors *upon* petition of 10 individuals, 50% of whom must be new members.

Section 3 Membership

Association members may belong to one, two, or three sections. The section may not place any qualifications for membership in the section.

Section 4     Leadership  
Sections shall select a Chair or Co-Chairs to serve one year. The Chair or Co-Chair shall represent the section on the Board of Directors. If the Chair, or Co-Chair, is unable to attend a meeting of the Board of directors the Chair may designate an alternate. Sections may elect a Chair-elect, Vice-Chair, or Secretary, to serve one year. Each section shall have one vote on the Board of Directors.

Section 5     Dissolution  
The Board of Directors may dissolve a section if it fails to maintain a minimum membership of ten voting members.

Article VII  
COMMITTEES

Section 1     General  
The Committees of the organization are  
    Executive  
    Awards and Scholarships  
    Bylaws  
    Conference Planning  
    Legislation  
    Membership  
    Newsletter  
    Nominating  
    Public Information Resolutions  
    Fund Development

The President may, with approval of the Executive Committee, designate ad hoc committees to complete specific projects. Following completion of assignment, the ad hoc committee will submit a report and be discharged. No committee, except the Executive Committee, may act on behalf of the Board unless specifically authorized by the Board to do so. A member of the Association will chair all committees. The President shall appoint committee chair persons and members to serve for one year or until their successors are appointed. Each committee shall have one vote on the Board of Directors.

Section 2     Executive Committee  
The Executive Committee shall consist of the President, President-Elect, immediate Past President, Vice President, Secretary, Treasurer, and Affiliate Representative to the Governing Council of the American Public Health Association. The Executive Director shall be a non-voting ex-officio member of this committee. The Executive Committee may invite board members or other members to participate in an advisory capacity as needed.

The Executive Committee provides leadership on issues related to policy development, finance, and strategic planning and prepares recommendations to the Board on a variety of issues. The Executive Committee shall have the authority to act on behalf of the Board of Directors only when necessary between regular meetings or when so empowered by the Board, and is subject to such limitations imposed by the Board and these bylaws. The Executive Committee shall report its actions to the Board at the next regular meeting for ratification. The Executive Committee does not have authority to approve a dissolution,

or merger or sale of all the organization's assets, hire or fire the Executive Director or amend the bylaws.

Section 3 Awards and Scholarship Committee

*Awards:* The Awards Committee shall coordinate all awards of the Association. The Awards Committee shall consist of the Chair or co-chairs and appointed designees of each of the sections. The Awards Committee shall submit its recommendations to the Board of Directors for approval.

*Scholarships:* The committee will review all applications and recommend a recipient to the Board of Directors. The Board of Directors shall have final approval of all recommendations from the Scholarship Committee

Section 4 Bylaws Committee

The Bylaws Committee shall be chaired by the Secretary and consist of at least two additional Association members. This committee receives *all* proposed amendments to the Bylaws of this Association. Such proposed amendments shall be submitted for action to the voting body at the *annual* meeting of the Association in accordance with the provision for amendments in these Bylaws

Section 5 Conference Planning

The Conference Planning Committee for the Association's annual membership meeting shall consist of the Vice-President serving as Chair and a representative from each of the sections.

Section 6 Legislative

The Legislative Committee shall consist of at least five members representative of the membership of the Association appointed by the President. This committee shall review proposed and existing state and local health laws and ordinances, propose needed legislation and make recommendations for action to the Board of Directors.

Section 7 Membership

The Membership Committee shall consist of the Chair or co-chairs and two board members, appointed by the president and is open to a designated representative from each of the sections. This committee shall devise ways and means of securing members and methods of organization for making such membership effective. Such ways and means shall be recommended to the Board of Directors for action.

Section 8 Newsletter

The Newsletter Committee shall be responsible for the publication of the Association's newsletter in accordance with the schedule established by the Board of Directors. The chair serves as editor of the newsletter and may solicit and convene a committee to assist.

Section 9 Nominations

The Nominating Committee shall consist of the immediate Past President as Chair and

two members of the Association appointed by the President. The committee shall prepare a ticket consisting of at least two nominees, who are active members, for each office to be filled. This ticket shall be representative of the various fields of public health.

Section 10 Public Information

The Public Information Committee shall be chaired by the public information officer, who is appointed by the President, and may solicit and convene a committee to assist. It shall be the function of this committee to plan and propose, subject to the approval of the Board of Directors, communication strategies to promote better public understanding of public health policy, functions and activities and shall perform such other functions as designated by the Board of Directors.

Section 11 Resolutions

The Resolutions Committee shall consist of three members. It shall initiate, solicit, and receive resolutions from the members and shall draft and edit selected resolutions. Resolutions must be approved by the Board of Directors and then by a simple majority of the members attending the annual business meeting.

Section 12 Fund Development

The Fund Development Committee Chair shall be appointed by the President. The committee shall consist of the membership chair, the association officers, the public information officer, representatives from special interest sections and members of the association at large with expertise and interest in fund development. The Fund Development Committee shall develop strategies for raising sufficient funds to meet the mission of the association and shall meet at least 4 times per year

Article VIII  
OFFICERS

Section 1 General

The officers of the Association shall be the President, President-Elect, Immediate Past President, Vice-President, Secretary, Treasurer and the Affiliate Representative to the Governing Council of the American Public Health Association. No person shall be elected to office or hold office in the Association who is not an active member.

Section 2 President

The President shall call all meetings of the Association and of the Board of Directors; shall preside at the annual business meeting and at all meetings of the Board of Directors; shall appoint all committees with the approval of the Board of Directors, and all special committees authorized by the Association or the Board of Directors; shall exercise general supervision over the affairs of the Association.

Section 3 Immediate Past President

The immediate past president shall serve as the chair of the nominating committee and serve on the membership committee to promote sustaining memberships. The Immediate Past President will also serve as the parliamentarian at Board Meetings and chair meetings in the absence of the president and president-elect.

Section 4 President-Elect

The President-Elect shall, in the absence of the President, perform all the duties and have all the powers of the President. The President-Elect shall perform such other duties as may be prescribed in these bylaws or assigned by the Board, the Executive Committee or the President. The President-Elect shall serve as Chairman of the Strategic Planning Committee.

The President-Elect shall serve as such from the close of the annual meeting to the close of the next annual meeting when that person shall automatically become President. As President, that person shall serve to the close of the succeeding annual meeting

Section 5 Vice-President

The Vice President shall serve as Chair of the Annual Meeting planning committee.

The Vice-President shall serve as such from the close of the annual meeting to the close of the next annual meeting, when that person shall automatically become President-elect. As President-Elect, that person shall serve to the close of the succeeding annual meeting

Section 6 Secretary

The Secretary shall cause to be kept a record of the proceedings of the Board of Directors and shall cause to be served all notices of meetings and elections. The Secretary shall perform such other duties as may be prescribed in these bylaws or assigned by the President. The Secretary shall serve as Chair or co-chairs of the Bylaws Committee.

The President shall appoint the Secretary.

Section 7 Treasurer

The Treasurer shall cause to be kept a complete set of accounting record of all financial transactions of the organization and shall cause an independent audit is conducted annually. The Treasurer shall perform such other duties as may be prescribed in these bylaws or assigned by the President.

The President shall appoint the Treasurer.

Section 8 Affiliate Representative to the Governing Council (ARGC), American Public Health Association

The Affiliate Representative shall represent the Association at all meetings of the Governing Council of the American Public Health Association.

The Representative shall be a member of the American Public Health Association, a member in good standing of the Association, and have served at least three years as a member of the Board of Directors of the Association.

The Representative shall be elected for a period of three years. If the Representative is selected to serve a two-year term on the American Public Health Association Committee on Affiliates (CoA) an additional year may be recommended by the Executive Board and approved by the Board of Directors.

Section 9 Term of Office

With the exception of the AFGC, the terms of these officers shall be one year, or until their successors are elected or appointed.

Section 10 Succession and Vacancies

At the completion of the elected term of office the Vice-President shall assume the office of President-elect. The incumbent President-elect shall assume the office of President. The incumbent President shall assume the office of Immediate Past President.

In the absence of, or at the request of the President, the President-elect shall assume the duties of the President.

In the event of a vacancy occurring in the office of the President, the President-Elect shall assume the duties of the President for the remainder of the unexpired term. If the President-Elect has served less than six months, add one additional year.

In the event of a vacancy occurring in the office of President-Elect, the Vice-President shall assume the duties of the President-Elect for the remainder of the unexpired term. If the Vice-President has served less than six months, add one additional year.

Section 11 Election

The members of the Association shall be entitled to elect two members to the Board of Directors, who shall serve as Vice-President and Affiliate Representative to the Governing Council of the American Public Health Association.

Election to these offices shall be by mail ballot and in accordance with the policies and procedures approved by the Board of Directors.

The officers thus elected shall be installed at the annual meeting at which they were declared elected.

Article IX  
EXECUTIVE DIRECTOR

Section 1 Role and Duties

The Executive Director shall be the Chief Executive Officer of the Association; shall report directly to the Board and shall have ultimate responsibility for the effective operation of the Association's business. The Executive Director shall be responsible for the supervision and performance of staff, shall maintain general oversight of the property, records and assets of the Association, shall coordinate with and support the activities of the select committees as directed, shall provide services to the membership consistent with Association policy, and shall assure the representation and advancement of the positions and policies of the Association with the legislature, governmental agencies at all levels, allied organizations, the media and the general public.

Article X  
MEETINGS

Section 1 Annual Meeting

An annual meeting of the members shall be held in the fall of each year at a date and location selected by the Board of Directors. Members shall be notified of the meeting at least ten business days in advance.

Article XI GENERAL PROVISIONS

Section 1 Conflict of Interest

Directors have a fiduciary responsibility and duty of loyalty and good faith to the

organization. A conflict of interest exists with respect to a given matter if a member of the Board of Directors or any committee has a financial and fiduciary interest in an organization or person who would be affected by the action of the Board. No director shall act upon or decide any matter with respect to which he or she has a conflict of interest. Anyone who believes that he or she has a conflict of interest with respect to any matter shall announce to the Board or committee the existence of the conflict of interest prior to entering any discussion on the matter and shall abstain from voting on the matter. Disclosure of conflict of interest shall be recorded in the minutes.

Section 2 Parliamentary Authority

The organization shall be governed in all its meetings by parliamentary procedure as contained in Robert's Rules of Order, unless otherwise specifically stated in these bylaws.

Section 3 Execution of Papers

The Executive Director of the organization shall have the authority to sign all documents and obligations within the parameters and budget approved by the Board of Directors.

The Executive Director and any Officer, designated by the Executive committee, shall have the authority to sign for disbursement of funds of the organization.

Section 4 Fiscal Policies

The fiscal year of the organization is July 1 - June 30.

Section 5 Review and Amendments

The Board of Directors and membership shall review these bylaws at least every two years.

The board of directors may amend these bylaws at any time of the year on a provisional basis with a two-thirds vote of the board, providing the proposed amendment has been introduced at a prior board meeting. The amendment is in effect on a temporary and provisional basis upon notification of the passage of the provisional amendment to the association membership and until voted on by the membership at the following annual meeting, at which it is ratified with a two-thirds vote of the voting membership. A provisional amendment shall be removed if it fails to be ratified by the membership. The Board of Directors must announce the provisional amendment submitted for ratification at least thirty (30) days prior to the annual business meeting.

Section 6 Indemnification of Officers

The AzPHA shall indemnify any and all of its officers or former officers or any person who may have served at its request or by its election against expenses and liabilities actually and necessarily incurred by them in connection with the defense or settlement of any actions, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been an officer of the AzPHA, or of such other corporations, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability

Section 7 Official Communication

Communication and meeting attendance among the board of directors and the association membership may include available telecommunication options as deemed appropriate by the executive director and consistent with association policy.

**Article XIII  
DISSOLUTION**

Upon the dissolution of the corporation and after payment or the provision for payment of all the liabilities of the corporation, the board of directors will dispose of all the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501 (c) (3) of the Internal Revenue code. A court of jurisdiction in the county in which the principal office of the corporation is located will dispose of any assets not so disposed of.