

Oregon Public Health Association Bylaws

Amended October 2014

ARTICLE I NAME AND CORPORATE OFFICES

The name of this corporation is "OREGON PUBLIC HEALTH ASSOCIATION, INCORPORATED," hereafter referred to as the "Association", an affiliate of the American Public Health Association. The Association is registered as a nonprofit organization in the State of Oregon, and its duration shall be perpetual.

ARTICLE II PURPOSE

The Mission of the Oregon Public Health Association is to protect and promote the health of all Oregon residents, to educate and support public health professionals, and to advocate for policies that promote the health of all Oregonians. To accomplish this mission, the Association will lead efforts to:

1. Address common public health issues in collaboration with other organizations.
2. Represent public health workers in Oregon.
3. Increase the competence and leadership skills of health workers.
4. Develop, implement and advocate for just health policy at local and state levels and, when appropriate, at federal levels.
5. Promote consideration of the impact of socioeconomic, societal and environmental factors on the health of people.
6. Promote needed reform and action to assure access to health services for all residents.
7. Promote lifestyle and behavior options that are consistent with healthful living.

ARTICLE III MEMBERSHIP

Section 1.

QUALIFICATIONS. Membership in the Association is open to individuals who share an interest in the purposes of the Association. Organizations and businesses may qualify for membership as determined by the Board.

"All" is redundant.

The new language is consistent with the new Section 3.b on membership categories.

[Source: Bylaws Committee]

Section 2.

APPLICATION FOR MEMBERSHIP. Application for membership in the Association shall be presented in a form as prescribed by the Board of Directors (hereafter referred to as the "Board") and shall include payment of dues.

"All" is redundant.

The dues structure has been previously removed from the bylaws.

[Source: Bylaws Committee]

Section 3.

CATEGORIES OF MEMBERSHIP.

- a. There shall be a general category of Association membership for individuals.
- b. The Board may establish other categories of individual, organization, and business membership by a two-

thirds vote of the Board.

The current Section 3 is in conflict with the amendment on dues under Section 6.c passed at the 2013 Annual Business Meeting that gave the Board authority to establish membership categories and dues schedules.

The proposed changes will:

- 1) require a minimum of one category of membership, namely for individual members,
- 2) move Board authority for establishing optional membership categories from Section 4 to new Section 3, and
- 3) preserve language identifying the type of categories the Board might create.

[Source: Bylaws Committee]

Section 4.

VOTING PRIVILEGE. Each individual member is entitled to a single vote in all issues referred to the membership for a vote. An organization or business granted a membership is entitled to a single vote by a person identified to the Association by the organization or business regardless of membership size. No person may cast more than one vote.

- 1) The change is consistent with the language in Section 3.b keeping only the general membership category in the bylaws.
- 2) The changes clarify that no person may cast more than one vote. Hence, an individual OPHA member who is also designated as an organization's voting member may not cast two votes.

[Source: Bylaws Committee and Board of Directors]

Section 5.

RESIGNATION. Any member may withdraw from membership by giving written notice of such intention to a current officer or Board member or paid staff of the Association.

Section 6.

DUES.

- a. Membership dues are payable annually in advance.
- b. Dues include optional membership in one Special Interest Section.
- c. The Board shall establish a schedule of dues for each category of Association membership and for multiple Special Interest Section membership. All are subject to approval by a two-thirds vote of the Board.

The changes are consistent with moving authority to create membership categories to Section 3.b.

[Source: Bylaws Committee]

Section 7.

DEFAULT OR TERMINATION OF MEMBERSHIP. When any member is in default in the payment of dues for a period of three (3) months from when such assessment became due, that person's membership shall thereupon be terminated.

ARTICLE IV OFFICERS

Section 1.

ELECTION AND TERM OF OFFICE.

- a. **PRESIDENT-ELECT.** The President-elect shall be elected every year by the membership in accordance with the provision of these bylaws and shall serve for a single term. He/she shall serve as President-elect in the first year of the term of office, as President for the second year of the term, and as Immediate Past President for the third year of the term.
- b. **TREASURER.** The Treasurer shall be elected every three years by the membership in accordance with the provision of these bylaws.
- c. **SECRETARY.** The Board shall elect a secretary every year from among its members at the first meeting following the Annual Meeting.

- d. **TERM OF OFFICE.** All officers shall serve three-year terms with the exception of the Secretary who serves a one-year term. All officers shall hold their office until their successors are elected, subject to prior resignation, removal, or death.

Section 2.

VACANCIES. Vacancies in any office shall be filled by the Board as soon as possible. Appointments to fill vacancies shall be for the duration of that term.

Section 3.

RESPONSIBILITIES OF OFFICERS.

- a. **PRESIDENT.** The President shall be the chief executive officer of the Association. The President shall preside over all meetings of the membership and at all meetings of the Board. The President, upon approval of the Board, shall sign on behalf of the Association all contracts and other instruments binding on the Association. The President shall supervise the activities and functions of all paid staff and will perform such other duties as may be required from time to time.
- b. **PRESIDENT-ELECT.** The President-elect shall assume and perform the duties of the President in the absence or if the President is not able to perform the President's responsibilities. The President-elect shall be the Board's liaison to and initiate the development of the Program Committee for the Annual and Spring meetings of the Association.
- c. **IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall serve in the role of Board Advisor, and shall perform the duties of the President-elect if the President-elect is absent or not able to perform the President-elect's responsibilities. The Immediate Past President shall be thoroughly familiar with the bylaws and the rules of parliamentary law, and serve as a member of the bylaws Committee.
- d. **SECRETARY.** The Secretary shall:
 1. Keep minutes and records of the general membership and Board meetings, and other official business of the Association.
 2. Ensure the minutes and other relevant documents are distributed in a timely fashion by Association staff.
 3. In the absence of the President, President-elect, Immediate Past President and in an emergency, have the power to sign all contracts or other documents approved by the Board.
 4. Give notice of meetings to the membership.
 5. Perform other duties as may be assigned by the President.
- e. **TREASURER.** The Treasurer shall have overall responsibility for all Association funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all the financial records of the Association; (b) the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board; (c) the disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the Association to the Board; and e) other duties as required by the Board.

This amends the duties of the Treasurer to allow flexibility in how duties are specifically carried out. It will allow the Treasurer to delegate duties to the Executive Director and other Association staff. The language, with slight modification, has been borrowed from the Nonprofit Association of Oregon's website:

https://www.nonprofitoregon.org/sites/default/files/uploads/file/NAO%20BYLAWS%20ADOPTED%202011%2003_formatted.pdf

[Source: Board of Directors]

Section 4.

REMOVAL. The Board, by a two-thirds vote at any special Board meeting called for that purpose at which a quorum of the Board is present, may remove any officer from office for failure to perform the duties as an officer as outlined in these bylaws. Efforts will be made by the Executive Committee to contact the officer to determine if removal is warranted prior to a vote by the Board. If the Board votes to remove the officer, a written notice will be sent indicating the reason for removal as an officer and the date removal from office is effective.

ARTICLE V BOARD OF DIRECTORS

Section 1.

RESPONSIBILITY. Responsibility for the property, affairs, activities and concerns of the Association shall be vested in a Board of Directors, referred to as the "Board".

Section 2.

COMPOSITION. The Board shall consist of nine (9) Directors at Large, five (5) Regional Representatives, the ARGC (Affiliate Representative to the Governing Council of the American Public Health Association); the President, President-elect, Immediate Past-President, Treasurer, and a representative from each Special Interest Section of the Association. One of the Board members serves as the Secretary. Members of the Board must be Association members in good standing.

Section 3.

ELECTION, APPOINTMENT, AND TERM OF OFFICE. Election of Board members by the Association membership shall be conducted annually by mail or electronic media. A member in good standing attending the Annual Meeting may vote on site up to four (4) hours prior to the beginning of the Annual Business Meeting if a vote has not been recorded. All candidates shall be members in good standing. The new Board members shall assume office at the conclusion of the Annual Meeting and shall serve for three-(3) years subject to resignation, removal, or death. Board members may not be a candidate for any single office for more than two (2) terms consecutively, and may only hold one Board position at a time.

The Board has approved a change to include electronic balloting.

[Source: Board of Directors]

- a. The President-elect is elected annually.
- b. The Treasurer is elected in 2012 and every three (3) years thereafter.
- c. The Region 2 & 4 Representatives are elected in 2002 and every three (3) years thereafter.
- d. The Region 1 & 3 Representatives are elected in 2003 and every three (3) years thereafter.
- e. The Region 5 Representative is elected in 2004 and every three (3) years thereafter.
- f. Three Directors At Large are elected annually.
- g. The ARGC is elected in 2004 and every three (3) years thereafter.
- h. A representative is appointed by each Special Interest Section every three (3) years.
- i. The Secretary is elected annually by the Board from among its members at its first meeting after the Annual Meeting.

Section 4.

REGIONAL REPRESENTATIVES. One Board member will represent each of the following regions. Each Regional Representative will be elected by and from members who reside in that region.

- a. Region 1. Multnomah County.
- b. Region 2. (Southwestern Oregon) – Coos, Curry, Douglas, Jackson, Josephine, and Lane Counties.
- c. Region 3. (Northwestern Oregon) – Clatsop, Columbia, Lincoln, Tillamook, Washington, and Yamhill Counties.
- d. Region 4. (Eastern Oregon) – Baker, Crook, Deschutes, Gilliam, Grant, Harney, Jefferson, Klamath, Lake, Malheur, Morrow, Sherman, Umatilla, Union, Wallowa, Wasco, and Wheeler Counties.
- e. Region 5. (Valley) –Benton, Clackamas, Hood River, Linn, Marion, and Polk Counties.

Section 5.

RE-ELECTION. At the expiration of any elected term, a Board member may be nominated and re-elected to one additional consecutive term, with a limitation of two (2) consecutive terms.

Section 6.

VACANCIES. Any vacancy occurring in the Board during the interim between annual elections shall be filled by Board election except for Special Interest Section Representatives. For a vacant Special Interest Section Representative position, the Chair shall submit to the Board the name of its appointee to fill the vacancy. A Board member so elected or appointed shall serve for the unexpired term of the predecessor in office, subject to prior resignation, removal, or death. Thereafter, that Board member is eligible for election to two (2) consecutive terms.

Section 7.

REMOVAL OF BOARD MEMBERS. A Regional Director, Director At-Large, ARGC, or Section Representative may be removed from their position by a majority vote of the Board for the following reasons: The Board member has three consecutive unexplained absences from regularly scheduled Board meetings or the Board member fails to perform the duties as a Board member as outlined in these bylaws. Efforts will be made by the Executive Committee to contact the Board member to determine if removal is warranted prior to a vote by the Board. If the Board votes to remove a Board member, a written notice will be sent to the member indicating the reason for removal and the date removal from the Board is effective.

Section 8.

QUORUM. A majority of filled Board positions shall constitute a quorum.

Section 9.

VOTING. Each Board member has one (1) vote.

Section 10.

POWERS OF THE BOARD. The Board shall be responsible for the management of the Association's business. In the management and control of the property, business, and affairs of the Association, the Board is hereby vested with all the power possessed by the Association itself, so far as this delegation of authority is not inconsistent with the Oregon Nonprofit Corporation Law, with the Articles of Incorporation, or with these bylaws.

Section 11.

EXECUTIVE COMMITTEE. The Executive Committee shall consist of the officers of the Association with the President as chair. The Executive Committee shall have such powers and shall perform such duties as are specifically delegated and assigned to the Executive Committee from time to time by the Board. All recommendations and actions by the Executive Committee shall be reported to the Board by the Board's next meeting and shall be subject to revision, alteration, approval, or disapproval by the Board. The Committee shall keep written records of its activities and proceedings.

Section 12.

AFFILIATE REPRESENTATIVE TO THE GOVERNING COUNCIL (ARGC) OF APHA. The ARGC serves as the primary contact person between the American Public Health Association (APHA) and the Affiliate. Specific responsibilities are identified by APHA and include:

- a. Assisting the president to disseminate APHA information to the Association's Board and other leadership.
- b. Representing the Association on the APHA Governing Council.
- c. Maintaining liaison with the other APHA Affiliate ARGC's.

ARTICLE VI PROGRAMS, FUNCTIONS, AND COMMITTEES

Section 1.

RESPONSIBILITIES. Members of the Board other than those elected officers and the ARGC shall be assigned program or functional responsibilities at the Board's Annual Meeting for a term of one (1) year or until a successor is appointed.

Section 2.

COMMITTEES. The Board may annually appoint members to such standing committees as may be required. Such committees shall include but not be limited to the following.

- a. **MEMBERSHIP COMMITTEE.** The Membership Committee shall be responsible for encouraging new membership and maintaining the current membership information and services.
- b. **COMMUNICATIONS COMMITTEE.** The Communications Committee shall be responsible for developing appropriate internal and external Association communications as directed by the Board.
- c. **BYLAWS COMMITTEE.** The Bylaws Committee shall review the bylaws of the Association, prepare proposed bylaw changes when necessary or requested, submit proposed changes to the Board for review, and present to the membership for consideration.
- d. **HEALTH POLICY AND ADVOCACY COMMITTEE.** The Health Policy Committee shall develop and coordinate those Association functions that provide an effective voice in health policy at state and local levels.
- e. **AUDIT COMMITTEE.** An Audit Committee of at least three members shall be appointed by the President whose duty it shall be to audit the Treasurer's accounts including each Section's treasurer's account at the close of the fiscal year and no later than January 31st. The Audit Committee shall present the report at the following Board meeting.
- f. **NOMINATIONS COMMITTEE.** The membership shall elect three members at large and the Board will appoint two Board members to the Nominations Committee. The person receiving the most votes in the membership election shall be the chair of the Nominations Committee. The Nominations Committee shall:
 1. Solicit names of Association members in good standing within each region who are willing to serve on the Board.
 2. Prepare a slate of nominees for the ARGC, President-Elect, the Nominations Committee, and each position on the Board for which the current term of office is scheduled to expire at the Annual Meeting.
 3. Prepare a ballot that identifies those positions elected by the general membership and ensures that Regional Representatives are elected only by members living in that region.
 4. Instruct members to return ballots, whether by mail or on-site, in a sealed envelope with only their name and Region or county of residence on the envelope to ensure anonymity of the voter and to verify Association membership status. Instruct members how to vote by electronic media.
 5. Compile the slate of nominees in a timely fashion to assure ballots are mailed or sent by electronic media at least thirty (30) days prior to the Annual Meeting.The Board has approved a change to include electronic balloting.
[Source: Board of Directors]

- g. **ELECTIONS COMMITTEE.** The Elections Committee shall be appointed by the President and consist of at least one Board member and two members who are not Board members. Members of the Elections Committee shall not be members of the Nominating Committee or candidates for the Board. The Elections Committee shall:

1. Verify that each person casting a ballot is a member in good standing.
2. Verify that members voting for a specific regional representative lives in the region.
3. Count the ballots.

4. Select a spokesperson from the Elections Committee to announce the results of the election at the annual business meeting.
- h. **AWARDS COMMITTEE.** The Awards Committee establishes criteria for and accepts nominations for any award offered through or on behalf of the Association. The Committee accepts nominations annually for the Lifetime Achievement Award and additional awards and selects recipients. Criteria and funding for Lifetime Achievement and any additional awards are approved annually by the Board. The Committee announces the recipients of the Lifetime Achievement Award and additional awards at the Annual meeting.

Criteria for and nominations of additional awards offered through or on behalf of the Association must be approval by the Board before nominations may be considered by the Awards Committee.

- i. **PROGRAM COMMITTEE.** This committee plans the program and arrangements for the Association's annual meeting and the spring meeting.

The Program Committee membership includes, but is not limited to the President-Elect who will convene the first meeting, and a representative of each Section.

Section 3.

TASK FORCE. The Board may organize task forces to address relevant health issues, as appropriate.

Section 4.

PROGRAMS. Programs for continuing education, public information, or other purposes may be developed and/or sponsored by the Association. Each proposed program must receive a majority approval of the Board prior to receiving Association sanction.

ARTICLE VII **SPECIAL INTEREST SECTIONS**

Section 1.

PURPOSE. The purpose of a Special Interest Section, hereafter referred to as a "Section," is:

- a. To create a forum for persons with common professional or topical interests.
- b. To increase Association membership and professional diversity.
- c. To provide a focus on specific public health related activities and promote related public health issues.
- d. To serve as a resource to the Association related to knowledge, research, education, advocacy, policy, and awareness of the Section's special interest.
- e. To support and conduct activities consistent with the purpose and mission of the Association and of the American Public Health Association.

Section 2.

CRITERIA and APPLICATION FOR SPECIAL INTEREST SECTIONS. Sections may be established within the Association upon Board approval of an application to the Board by at least ten (10) members of the Association in good standing. The Board must vote to continue or disband a Section if, on March 1 for two successive years, the Section has less than ten members.

Section 3.

MEMBERSHIP. Affiliation with a Section is in no way a condition of membership in the Association, and members may choose to affiliate with more than one Section. .

Section 4.

RESPONSIBILITIES. Each Section will:

- a. Submit annually to the Association membership through the Board of Directors, a report of the transactions and budget of the section.
- b. Appoint a representative to the Program Committee to participate in planning the Association's annual and spring meetings.
- c. Hold annual Section meetings, in conjunction with the annual or spring meeting of the Association, or at other times as deemed appropriate by the Section.
- d. Sponsor other Section meetings as determined by the officers of the Section.
- e. Perform other select duties that the Section or the Board of the Association so deems.

Section 5.

OFFICERS and BOARD REPRESENTATION.

- a. **OFFICERS.** Each Section shall select a Chair and may select other officers as determined appropriate by the Section members. Officers shall hold their office until their successors are selected, subject to prior resignation, removal, or death.
- b. **BOARD REPRESENTATIVE.** Either the Chair or a specifically appointed delegate shall serve as the Section's Board Representative for a three-year term. If the Board Representative cannot attend a scheduled Board meeting, a member of the Section may attend the meeting as an observer without voting privileges.
- c. A Section member in good standing may hold the office of Chair/Board Representative in only one Section.

Section 6.

FINANCES.

- a. Each Section will receive 20% of the Association's membership dues of each OPHA member who affiliates with the Section.
- b. Sections will be responsible for documenting and reporting non-dues income and Section expenses to the Association treasurer one month prior to the close of the fiscal year, in a manner consistent with Association records and accounting policies as established by the Board of Directors.
- c. Sections may request additional monies from the Association in one of two ways.
 1. Loans may be granted for start-up costs for a special activity. The Section is required to:
 - i) Submit a budget for the event to the Board with the request for the loan.
 - ii) Repay the loan at the end of the event.
 - iii) If the loan cannot be repaid at the end of the event, submit an action plan on how and when the loan will be repaid.

Monies generated above and beyond the amount of the loan may be kept by the Section. Special speakers for the annual or spring meetings are considered part of the meeting budget and do not require a proposal to the Board for funding.

2. Grants for special events/projects that will not be paid back may be requested by submitting a written proposal for funding to the Board.
- d. If a group of Association members who elect to form a Section and has monies from other activities or sources may retain those funds within the Section.
- e. If a Special Interest Section disbands, all funds shall return to the Association's accounts.

Section 7.

GOVERNANCE. Guidelines and procedures governing Sections shall be adopted by a majority vote of the Board. The Board may form a special committee on Section governance to monitor and recommend modification of guidelines and procedures relating to Sections.

Each Section will formulate rules of procedure for the operation of the Section including budget and the election of officers.

ARTICLE VIII

MEETINGS

Section 1.

ANNUAL MEETINGS. The Annual Meeting of the membership shall be held every year on such date, time and place as may be determined by the Board. At such meeting the membership shall be notified of the election of a Board and transact other business as may come before the meeting.

Section 2.

SPECIAL MEETINGS. Special meetings of the membership of this Association may be held at any time on request of the officers of the Association or on the request of the Board or on demand in writing by one-tenth (1/10) of the membership entitled to vote.

Section 3.

VOTING. Each member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members. Vote by proxy shall not be permitted. Voting by mail or electronic media shall be permitted for all elections of the Board and other matters as authorized by the Board.

The language is consistent with voting by electronic media.

The last sentence is reworded for clarity.

[Source: Board of Directors and Bylaws Committee]

Section 4.

QUORUM. A quorum shall consist of those members present at the annual Business Meeting or other special meetings. The total number of valid ballots received by the designated due date shall constitute a quorum for all voting conducted through the mails or electronic media.

The Board has approved a change to include electronic balloting.

[Source: Board of Directors]

Section 5.

NOTICE. Written or printed notice stating the place, time and hour of any meeting of the membership and, in the case of a special meeting, the purpose for which the meeting is being called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail or e-mail to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the membership book of the Association, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered if no "failure to deliver" response is received by the sender.

Section 6.

BOARD MEETINGS. The Board shall meet no less than six times annually, including the Annual Board meeting. The dates of the Board meetings, the Executive Committee meetings, the Annual and Spring meetings for the upcoming year shall be set at the first Board meeting following the Annual Board meeting.

Section 7.

ANNUAL BOARD MEETINGS. The Annual Meeting of the Board shall be held in conjunction with the Annual Meeting of the membership. After this meeting, new members of the Board assume active office. The Board shall have an annual retreat in the first quarter after the Annual Board meeting.

Section 8.

SPECIAL BOARD MEETINGS. Special meetings of the Board shall be called on request of the President or any three (3) members of the Board with no less than five (5) days written or oral notice to each member. Emergency meetings may be convened by the President or any three Board members on oral notice as necessary. An emergency may be declared by an affirmative vote of six (6) Board members.

ARTICLE IX PAID STAFF

Section 1.

HIRING. The Board is authorized to hire staff, with reasonable concern for financial limitations of the Association. The individuals hired, salaries to be paid, the length of the contract and any subsequent changes in the contract are subject to approval by the Board. Contracts with staff will be reviewed annually by the Executive Committee.

Section 2.

SUPERVISION. The President or his/her designee shall provide primary supervision of all paid staff.

Section 3.

FUNCTION AND DUTIES. Paid staff shall perform those duties agreed upon during the interview process and subsequently specified in a formal job description.

Section 4.

TERMINATION. Staff members may be terminated by a majority vote of the Board.

ARTICLE X FISCAL YEAR

The Association Fiscal Year shall be January 1 to December 31.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XII AMENDMENTS

The bylaws of the Association may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of a majority of the members present at any duly and regularly called meeting of the members.

Notice of intent to amend shall precede the vote by no less than ten (10) days. Upon an affirmative 2/3 vote of the Board, amendments may be considered via mailed ballots or electronic media. In such instances a two-thirds majority of those ballots returned and valid is required for adoption.

The Board has approved a change to include electronic balloting.

[Source: Board of Directors]

ARTICLE XIII WAIVER OR SUSPENSION OF THE BYLAWS

An emergency waiver or suspension of the bylaws may be accomplished by a two-thirds majority vote of the

eligible voting members present at any duly called meeting of the Association membership. In addition, upon a majority vote of the Board, a vote by mail or electronic media may be conducted. In this instance, at least one-half of the ballots distributed to members must be returned, and a majority vote of those ballots returned is required for waiver or suspension of these bylaws.

The Board has approved a change to include electronic balloting.

[Source: Board of Directors]

ARTICLE XIV

DISSOLUTION

In the event that the Association is dissolved, exclusive of simple Association name changes, all assets of the Association shall be distributed to one or more private nonprofit health service agencies and/or associations registered in Oregon. The distribution of assets shall follow full settlement of accounts payable and other encumbrances that may exist, and shall be performed in accordance with applicable laws. Designation of recipients for Association assets shall be accomplished by vote of the Board.