

**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

A non-profit, professional organization working to improve the health of Arizona's communities through education, advocacy, and professional development.

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: Categories

There shall be five 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. A discounted individual membership rate shall be offered for Students.

**SUSTAINING MEMBERS:** Individuals, who are supportive of the mission and interested in supporting public health in a more substantial way may become a sustaining member, at fees determined by the Board of Directors. Sustaining Members have the privilege of voting.

**ORGANIZATIONAL MEMBERS:** Organizations including Public, private, non-profit, tribal entities or educational institutions supportive of the mission and interested in supporting public health may become members in one of three categories at fees set by the Board of Directors.

1. Organizational Members – basic organizational membership with benefits determined by the Board of Directors.
2. Sustaining Members – enhanced organizational membership with benefits determined by the Board of Directors.
3. Educational Institution Membership – organizational membership designed for educational institutions with benefits determined by the Board of Directors.

**AFFILIATED MEMBERS:** Employees of a sustaining organization with the benefit of employee coverage are eligible for affiliated membership. These members are granted a limited benefit package with no voting privileges nor ability to run for office. They may upgrade their membership for full benefits, voting privileges, and ability to run for office as granted an individual member. The limited benefits extended to affiliated members are board approved.

**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.

Section 2: 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 3: 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 detrimental to the mission and/or operations 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 Arizona Public Health Association 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 that shall exercise the powers and responsibilities duties of the organization as authorized by Arizona statutes, and the bylaws of the organization.

### **Specific Powers and Duties:**

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.
8. To recruit and retain members of the organization.
9. To contribute financially to the organization at least annually.

### Section 2: Membership

The Board of Directors shall consist of an elected Board of Directors, which is defined under Article VII, Section 1. All Members of the Board of Directors shall be members in good standing of the Association.

### Section 3: Vacancies

With approval of the Board of Directors, the President may appoint replacements for Directors, 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.

### Section 4: Removal

Two consecutive and unexcused absences by any member of the Board of Directors from regular meetings of the Board of Directors shall be considered a resignation.

### Section 5: Regular Meetings

The Board of Directors shall hold monthly meetings, from January through December of each calendar year. The meeting dates, times and location will be determined by the Board President. The September Board of Directors meeting will be conducted as part of the annual business meeting at the Fall Conference. The President has the discretion of calling for in-person meetings or by conference call.

### Section 6: Notification of Meetings

The Board of 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 must be mailed, faxed or electronically mailed to the President or Executive Director at least 24 hours prior to the meeting at which business is to be transacted. 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 COMMITTEES**

### Section 1: Committee Chairs and Membership

Committee Chairs are responsible for convening committee activities, convening subcommittees, identifying additional members to serve on committees as required, and reporting the activities of committees to the Board of Directors at regular Board meetings.

### Section 2: Board of Directors Committee Responsibilities

The Board of Directors will provide leadership on issues related to policy development, finance, board development, association membership, which includes the development of a slate of officers annually and strategic planning and prepares recommendations to the Board on a variety of issues.

The Board of Directors will be responsible for the following subcommittees which do not meet on a regularly scheduled basis:

- **Strategic Planning Subcommittee** shall be chaired by the President. This committee is responsible for reviewing the strategic plan of the association annually, updating the plan as needed, and identifying an annual work plan based on the strategic plan.
- **Resolution Subcommittee** shall be chaired by a Director at Large selected by the Board President. The Resolutions committee 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.
- **Bylaws Subcommittee** shall be chaired by the Secretary. This committee receives all proposed amendments to the Bylaws of this Association. Such proposed amendments shall be submitted to the Board for approval and then submitted for action to the voting body at the annual business meeting of the Association in accordance with the provision for amendments to these Bylaws.
- **Board Governance Subcommittee** shall be chaired by the Immediate Past President. This committee is responsible for identifying activities that strengthen the association leadership. This includes coordinating nomination and application process for Board of Director open positions, assisting the Executive Director and President with Board Member Orientation agenda, creating and maintaining a manual for incoming Presidents, conducting an annual Board Member evaluation, and creating formal procedures related to regular review of Executive Director performance.

Section 3: Membership Committee

The Membership Committee shall be chaired by the Vice President. This Committee is responsible for monitoring memberships and identifying strategies for the recruitment and retention of members in all categories.

Section 4: Awards and Scholarship Committee

The Awards and Scholarship Committee shall be chaired by a Director At Large. The Awards Committee is responsible for the coordination of the nomination, selection, and acknowledgement of all association awards and scholarships. The committee shall submit its recommendations to the Board of Directors for approval.

Section 5: Professional Development Committee

The Professional Development Committee shall be chaired by the Director of Academic Relations and Professional Development. The Professional Development Committee will be responsible for developing the annual calendar of professional development activities, which may include but are not limited to workshops, conferences, and other events that promote the development of knowledge and skills of the public health workforce.

The Annual Meeting Planning Committee is a sub-committee of the Professional Development Committee and is chaired by the President-Elect.

Section 6: Public Policy Committee

The Public Policy Committee shall be chaired by the Director of Public Health Policy and consist of at least five members representative of the membership. This committee shall review proposed and existing federal, state and local health laws and ordinances, propose needed legislation and make recommendations for policy action to the Board of Directors.

Section 7: Ad Hoc Committees

The President may, with approval of the Board of Directors 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 may act on behalf of the Board unless specifically authorized by the Board to do so. The President will appoint ad hoc committee chairs.

**Article VII  
OFFICERS**

Section 1: General

The Board of Directors shall consist of the President, President-Elect, Vice-President, Treasurer, Secretary, Immediate Past President, ARGC Representative to APHA, Student Representative, Director of Academic Relations and Professional Development, Director of Marketing/Public Relations, Director of Public Health Policy, two (2) Public Representatives, and three (3) Directors at Large. Ex-Officio members include a representative from the Arizona Department of Health Services and the Executive Director. Ex-officio Members shall not have a vote on matters pertaining to governance of the Association and do not count as part of a quorum.

All members of the Board of Directors shall be elected to office through a process of

Nomination, verification of membership, and general election by the association members eligible to vote. Non-members and affiliate members shall not be eligible to run or hold a position on the board.

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 ad-hoc 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. The 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 Immediate Past President. That person shall serve as Immediate Past President until the close of the succeeding annual meeting.

Section 3: 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 serve as Chair of the Annual Meeting Planning Committee. The President-Elect shall perform such other duties as may be prescribed in these bylaws or assigned by the Board or the President.

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 4: Vice-President

The Vice-President shall serve as Chair of the Membership Committee. Vice-President shall serve 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 5: 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 of the Bylaws Subcommittee.

Section 6: Treasurer

The Treasurer shall ensure that a complete set of accounting records of all financial transactions of the organization is kept and that a financial compilation is completed annually. The Treasurer shall report on all fiscal matters, draft an annual budget with Executive Director for Board approval, review budgets regularly with the Executive Director, provide oversight and compliance with policies and procedures, financial maintenance, provide reports to the board and offer recommendations to Executive and Board on fiscal responsibility, trends and direction.

The Treasurer will be available to support all committees with fund development as needed, and shall serve as a member of at least one committee.

Section 7: Immediate Past President

The Immediate Past President shall serve as a voting Member of the Board of Directors and shall serve as Chair of the Board Governance Subcommittee.

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

Association

The Affiliate Representative shall represent the Arizona Public Health 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 Arizona Public Health Association, and have served at least two years as a member of the Board of Directors of the Arizona Public Health Association.

The ARGC 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: Student Representative

The student representative shall be an enrolled student in good standing of an Arizona State College or University in a public health related profession and shall be a student member of the Association in good standing. The Student Representative shall serve on at least one committee.

Section 10: Director of Academic Relations and Professional Development

The Director of Academic Relations and Professional Development shall be an individual who can represent the education, training and educational development needs of public health professionals and will maintain relationships with the State Colleges and Universities who train public health professionals. The Director of Academic Relations and Professional Development will Chair the Professional Development Committee and must be a member of the Association and in good standing.

Section 11: Director of Marketing and Public Relations

The Director of Marketing and Public Relations shall be an individual who develops and guides the marketing and public relations strategies for the Association. The Director shall seek to develop and maintain relationships with businesses and organizations throughout the state. The Director will work closely with the Executive Director on the media and information sent out on behalf of AzPHA, and will serve as a member on at least one committee. The Director must be a member of the Association and in good standing.

Section 12: Director of Public Health Policy

The Director of Public Health Policy shall be an individual who reviews proposed and existing state and local health laws and ordinances and represents the organization on policy issues on behalf of the Association. The Director shall Chair the Public Health Policy Committee and bring forward recommendations and/or actions to the Board of Directors. The Director shall be a member of the Association and in good standing.

Section 13: Public Representatives (2)

Public Representatives are individuals who represent the issues and concerns of the general public as it relates to public health matters. Two Public Representatives shall be elected to the Board of Directors. Public Representatives shall participate and engage in activities that strengthen grassroots efforts within the state. Each Public Representative will serve on at least one committee.

The Public representatives shall be members of the Association and in good standing.

Section 14: Directors At-Large (3)

Directors At-Large are individuals who can adequately represent the voice of members. Representatives will be nominated to serve on the Board of Directors by a general vote of membership. One Director At-Large will serve as Chair of the Awards and Scholarship Committee, one Director At-Large shall serve as Chair of the Resolutions Committee and the other Directors At-Large will serve on at least one committee. The Directors At-Large shall perform other duties as requested by the President. Directors At-Large shall be members of the Association and in good standing.

Section 15: Historian

The AzPHA historian is appointed by the President and serves at the will of the President. The AzPHA historian is a non-voting, non-board position. The AzPHA historian is responsible for maintaining a living history of the organization. They record details concerning organizational activities, maintain a narrative of the organization and assist with the archiving of organizational materials.

Section 16: Terms of Office

The Vice-President will be elected each year to a four-year term that progresses in succession to President-Elect, President and Past-President.

The ARGC shall serve a term of three years.

Secretary, Treasurer, and Student Representative shall serve a term of one year but may continue to serve an additional two years without election.

All other members shall serve a term of no less than two years and may run for one additional two year term.

Section 17: 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 status 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.

In the event of a vacancy occurring in the office of Vice-President within the first 6 months, a special election will take place. In the event of a vacancy occurring in the office of Vice-President after 6 months, the Vice President shall be appointed by the President and receive approval by two thirds vote of the board.

Section 18: Election

The Board Governance Committee shall be responsible for developing and presenting to the membership a slate of officers who have agreed to serve in the role for which they are being nominated.

The members of the Association shall be entitled to elect the Board of Directors.

Election to these offices shall be by electronic mail and/or 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 VIII 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 IX 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 X 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 Board of Directors 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 XI  
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.