

# MISSOURI PUBLIC HEALTH ASSOCIATION BYLAWS

## ARTICLE I – NAME

The organization shall be known as the Missouri Public Health Association (hereafter referred to as the Association).

## ARTICLE II - PURPOSE/MISSION

~~The mission of the Association is to take the lead in the identification of public health needs and priorities and to work collaboratively with others in initiating and supporting action for the improved health of all Missourians.~~

**The mission of the Association is to be the voice for public health by advocating for policies that prioritize health in all things, reduce health disparities, empower all people to achieve their optimal health, and to advance the practice of the public health system in Missouri.**

## ARTICLE III - MEMBERSHIP

SECTION 1. Membership in the Association shall be open to any individual **or organization** who has an interest in any branch of public health work in the state of Missouri. Each single membership shall be entitled to one vote. The classes of membership are defined as follows:

- A. Regular membership: Any person interested or engaged in public health in the state of Missouri.
- B. Contributing membership: Any person, organization or business entity that manifests an interest in public health through a financial contribution to the Association greater than the regular membership dues.
- C. Organizational membership: Any organization that is engaged in health-related activities. The organization is entitled to designate six organizational representatives for a period of one year who will have all rights and privileges afforded to regular members of the Association. The organizational members will be designated in writing and submitted to the Association at the time dues are paid or when there is a change of representatives. Additional memberships may be acquired at the regular membership cost.
- D. **LPHA (Local Public Health Agency) Organizational membership: Any LPHA in the state of Missouri that pays annual dues on a population based schedule will be entitled to all rights and benefits of full membership, including the right to hold office, chair committees, and vote on the basis of one vote per agency.**
- E. Special memberships:
  - 1. Student: Any person enrolled in a college or university or occupied in a formal training program in preparation for entry into a public health

related field.

2. Retiree: Any person who has retired from a professional role in a public health related field.
3. Honorary: The Board may confer on anyone who has rendered special service to the cause of public health or the Association a lifetime membership.
4. Early Career Professional: Any person who has entered the public health-related workforce in the last three years.

SECTION 2. Candidates for membership shall complete an application through an online platform or paper application (if needed). Paper applications must be emailed or mailed to the Association address. Payment shall be made at the time of the submission of the membership application.

#### ARTICLE IV – DUES

SECTION 1. Annual dues shall be due and payable each year on the anniversary date of joining the Association. Dues for organizational memberships and special memberships shall be determined each fiscal year by the Board of Directors. Honorary members shall not be required to pay dues.

SECTION 2. Any change of annual dues amounts for members shall be voted on by the Board of Directors.

SECTION 3. A member's name will be removed from the membership rolls if dues are not paid within 60 days of the due date.

#### ARTICLE V – MEETINGS OF THE MEMBERS

There shall be at least an annual meeting of the Association membership to be held at a time and place selected by the Board of Directors.

#### ARTICLE VI – OFFICERS/REPRESENTATIVES

SECTION 1. Officers – The officers of the Association shall be an immediate past-president, president, president-elect, vice-president, secretary, treasurer, Affiliate Representative to the Governing Council of the American Public Health Association (ARGC), four board members-at-large, the Student Liaison, **the chair of the Section for Public Health Nursing (SPHN) and the chair of the Section for Local Public Health Agencies (SLPHA).**

##### SECTION 2. Terms of Office

- A. All terms of office shall begin on the final day of the annual meeting in the respective election year.
- B. The immediate past-president shall be the individual who has finished the most recent term of president and shall assume office at the time the president-elect

takes the office of the presidency. The immediate past-president shall serve a one (1) year term. Should the most recent immediate past-president not be able to hold the office, this position can be appointed by the Board of Directors, but must be a past-president.

- C. The presidency shall be filled by the president-elect who will take office at the annual meeting. The president shall remain in this role for a one (1) year term. If the president-elect declines succession, the Board of Directors may vote and appoint this office.
- D. The president-elect position shall be elected annually, and succeed to the presidency at the annual meeting. The president-elect shall be elected for a one (1) year term.
- E. The vice-president shall be elected on the odd-numbered year to serve for a two (2) year term.
- F. The secretary shall be elected on the even-numbered year to serve for a two (2) year term.
- G. The treasurer shall be elected on the odd-numbered year to serve for a two (2) year term.
- H. The ARGC shall be elected on the odd-numbered year to serve for a two (2) year term.
- I. Two board members-at-large shall be elected on the even-numbered year to serve for a two (2) year term and two board members-at-large shall be elected on the odd-numbered year to serve for a two (2) year term.
- J. LPHA's must hold at least two (2) of the offices within the Executive Committee, ie, President, President-Elect, Vice President, Secretary, Treasurer, or Immediate Past President.<sup>1</sup>**
- K. The Chair of the Section for Public Health Nursing shall be appointed to serve for a one (1) year term. **The Chair of the Section for Local Public Health Agencies (SLPHA) shall be appointed to serve for a one (1) year term.**
- L. The student liaison shall be appointed by the Board of Directors at the January Board of Directors meeting. The student liaison shall serve for a fifteen (15) month term. This term will overlap with the previous student liaison from January to May to allow for mentorship and transition.

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<sup>1</sup>To ensure true representation of LPHA's divergent needs, the LPHA board members will be divided as outlined: One board member will represent an urban county and one a rural county. Rural and Urban will be defined by the Department of Health and Senior Services for this purpose. Urban counties include Buchanan, Platte, Clay, Jackson, Cass, Jasper, Newton, Greene, Christian, Boone, Cole, St. Charles, St. Louis, Jefferson and Cape Girardeau.

### SECTION 3. Vacancies

- A. Any officer who fails to attend two successive Board meetings without explanation or notice may be deemed to have submitted a resignation, and the Board of Directors may declare the office vacant and vote to appoint a new officer to fill the vacancy.
- B. Any elected officer may be removed for cause by a vote of the remaining Board of Directors.
- C. A vacancy in the office of the president shall be filled by the president-elect who shall complete the term of the president and stay in office to complete the next term.
- D. A vacancy in the immediate past-president, president-elect, or vice-president position shall be filled by the Board of Directors for the remainder of the term. The appropriate office shall be placed on the ballot at the next regularly scheduled election.
- E. Board members-at-large positions that become vacant shall be filled by the Board of Directors for the remainder of the term. The appropriate office shall be placed on the ballot at the next regular scheduled election.
- F. A vacancy in the offices of the secretary, treasurer, or ARGC representative shall be filled by the Board of Directors for the remainder of the term. The appropriate office shall be placed on the ballot at the next regular scheduled election.

### SECTION 4. Duties

- A. The immediate past-president shall:
  - 1. Attend all Board meetings and perform such other duties as may be assigned by the Board of Directors.
  - 2. Chair the Advisory Committee.
- B. The president shall:
  - 1. Preside at all meetings of the membership, the Board and the Executive Committee.
  - 2. Perform such other duties as are needed or assigned by the Board of Directors.
- C. The president-elect shall:
  - 1. Work closely with the president on all matters pertaining to the office of the president.
  - 2. Chair one of the established Association committees.
  - 3. Perform such other duties as needed or assigned by the Board of Directors.

- D. The vice-president shall:
1. Chair one of the established Association Committees.
  2. Perform such other duties as needed or assigned by the Board of Directors.
- E. The secretary shall:
1. Review Board of Directors and general membership meeting minutes provided by the Executive Director.
  2. Chair one of the established Association committees.
- F. The treasurer shall:
1. Be responsible for monitoring the fiscal affairs of the Association.
  2. Provide timely reports and interpretation of the financial status to the Board of Directors.
  3. Perform such other duties as needed or assigned by the Board of Directors.
- G. The ARGC Representative shall:
1. Secure funding from the Board of Directors to attend the American Public Health Association Annual Meeting while representing the Association.
  2. Keep the Association current on all relevant information from the American Public Health Association.
  3. Submit timely, and appropriate reports to the Association and APHA.
  4. Collaborate with Region VII ARGCs, local, and national organizations on public health related topics.
  5. Perform such other duties as assigned by the Board of Directors.
- H. Board Members-At-Large:
1. One Board Member-At-Large shall serve as chair of the Constitution and Bylaws Committee.
  2. One Board-Member-At-Large shall serve as chair of the Education Committee.
  3. One Board Member-At-Large shall serve as the co-chair of the Annual Meeting Committee.
  4. One Board Member-At-Large shall serve as the co-chair of the Membership Services Committee.
  5. Board Members-At-Large shall perform such other duties as needed or assigned by the Board of Directors.

## **ARTICLE VII – BOARD OF DIRECTORS**

### **SECTION 1. Powers**

- A. All powers of this organization are vested in and shall be executed by the Board of Directors unless otherwise prescribed by Statute, Certificate of Incorporation,

or Bylaws.

- B. The Board of Directors may from time to time delegate powers and duties to employees, agents, attorneys or other persons as it shall deem necessary or desirable.
- C. The Board of Directors has the responsibility to ensure the financial health of the organization.

## SECTION 2. Composition

The Board shall consist of the president, vice-president, president-elect, the secretary, the treasurer, the immediate past-president, the ARGC representative, four members-at-large, the chair of the Section for Public Health Nursing, **the chair of the Section for the Local Public Health Agencies**, and the student liaison. Anyone wishing to serve one Board of Directors will have been an active member of the Association for at least two (2) years prior to election to the Board of Directors.

## SECTION 3. Eligibility

Any dues paying member may be elected to the Board of Directors.

## SECTION 4. Vacancies

Vacancies of the Board of Directors will be filled as spelled out in Article VI - Section 3. Vacancies.

## SECTION 5. Quorum

The quorum for the Board of Directors will be a simple majority.

## SECTION 6. Meetings

- A. The Board of Directors shall hold at least two meetings a year. Each member will receive notification at least 30 days in advance.
- B. Special meetings may be held at the request of the president or at least five (5) members of the Board or four (4) members of the Executive Committee.
- C. Meetings are open to the membership except when the Board or the Executive Committee is taking up issues of personnel and/or legal matters or real estate transactions.

## SECTION 7. Voting

A vote may be taken by the Board of Directors as long as all relevant information and materials are sent to all board members prior to the vote. Voting shall be done via conference call, virtual or in person or through an online voting system. Such votes require a majority of the entire Board of Directors.

SECTION 8. Compensation

- A. Members of the Board of Directors shall not receive compensation for time related to routine duties as designated in the bylaws.
- B. When the Board of Directors approve, expenses may be reimbursed for travel.

**ARTICLE VIII -- ELECTIONS**

The vote to elect the Board of Directors shall be done using an online voting system. In special circumstances, a paper ballot may be used if requested. The ballot must be presented to all membership thirty (30) days prior to the annual meeting and voting shall end ten (10) days prior to the annual meeting. All votes shall be collected by the chair of the nomination committee and/or the Executive Director. The nomination committee will review the votes and present the Board of Directors with the results prior to the annual meeting.

**ARTICLE IX – COMMITTEES**

SECTION 1. Term of Committee

The term of a committee is for one calendar year.

SECTION 2. Composition

- A. Any member is eligible to serve on a committee (with the exception of the Advisory and Executive Committees, for which membership is specified) and may be reappointed for unlimited terms.
- B. The committee members shall be selected by the committee chair of the respective committee. Prospective committee members shall contact current committee chairs to express interest in being a committee member.

SECTION 3. Duties of Committees

Except as otherwise noted, the committees shall perform such other duties as needed or assigned by the Board of Directors.

SECTION 4. Standing Committees

- A. Advisory
  - 1. Officers and Membership: Immediate past president as Chair; all past presidents of the Association.
  - 2. Meetings: as needed
- B. Advocacy, Resolutions and Public Policy
  - 1. Officers and Membership: Board member as Committee Chair, committee members may be any Association member in good standing.

2. Duties: Follow and notify the membership of legislative activities that are important to the Association. Draft resolutions and suggest content for legislative bills. Communicate with the state and federal legislature regarding issues of importance to the membership.
3. Meetings: as needed or called by chair.

C. Annual Meeting

1. Officers and Membership: Board member as Committee Chair, Board Member-at-Large as Co-Chair, committee members may be any Association member in good standing.
2. Duties: Plan annual meeting in a timely manner. Ensure that award and scholarship process is carried out in a timely manner.
3. Meetings: as needed

D. Constitution and Bylaws

1. Officers and Membership: Board Member-At-Large as Committee Chair, and one other Board member shall serve on this committee, committee members may be any Association member in good standing.
2. Duties: Shall review the Constitution and Bylaws on a regular basis at the request of the Board and/or membership.
3. Meetings: as needed or called by chair.

E. Education

1. Officers and Membership: Board Member-At-Large as Committee Chair, committee members may be any Association member in good standing.
2. Duties: Plan educational programs to address issues of importance to membership. Plan enough programs to assist with ensuring financial health of the Association.
3. Meetings: as needed or called by chair.

F. Executive

1. Officers and Membership: President as Chair; membership is immediate past-president, president-elect, vice-president, secretary, treasurer and ARGC representative.
2. Duties: Fulfill all the powers of the Board of Directors that may be lawfully delegated between the Board meetings. The report of all activities shall be made to the Board at its next regular meeting.
3. Meetings: Committee shall meet at the call of the President or by request of any five members of the Executive Committee.

G. Membership Services

1. Officers and Membership: the Board member shall serve as Chair; Board Member-At-Large as Co-Chair; the student liaison shall be a member of this committee; committee members may be any Association member in good standing.



2. Duties: The committee shall receive current member lists as provided quarterly by the Executive Director; shall receive annually the APHA member list for Missouri from Executive Director; use member lists to solicit new members and solicit feedback from current members on membership; work with the Executive Director to send out proper communication via email and mailing, if necessary; plan, implement and evaluate programs to recruit new members; report activities at each board meeting.
3. Meetings: as needed or called by chair.

H. Nominating

1. Officers and Membership: The three (3) member committee will be elected by the Association membership selected by the Board of Directors to serve a two (2) year staggered term. The Board of Directors will appoint the chair.
2. Duties: Annually prepares a ballot for approval by the Board of Directors. This ballot shall be sent out using an online voting system and the nominating committee shall prepare a report of results and present to the Board of Directors. In special cases, some paper ballots may be collected as a means for voting and shall be collected by the nominating committee chair.
3. Meetings: as needed or called by chair.

SECTION 5. Ad Hoc Committees

The president may, with the consent of the Board, establish additional committee(s) for specific purposes to coincide with that president's term of office or until the task is completed. All other committees, not specifically identified in this Article, have membership and duties as identified by the Board of Directors.

**ARTICLE X - SECTIONS**

SECTION 1. Section for Public Health Nursing (SPHN)

**The mission of the Section for Public Health Nursing (SPHN) is to provide leadership, expertise, and advocacy related to public health nursing practice, standards, and issues.**

- A. Members of the SPHN must also be active members of the Association.
- B. The number of members belonging to the SPHN shall not be limited.
- C. Beyond the Association's membership fee, there shall be no additional fees required of those who wish to be members of the SPHN.
- D. The SPHN shall draft its own ~~bylaws~~ **operational guidelines**, which shall not be in conflict with the Association's bylaws. At a minimum, the ~~bylaws~~ **operational guidelines** shall include a description of the Section's purpose, a description of the process for electing the Section's officers, and a description of the duties of

the officers, as well as expectations of Section members.

- E. The Association's Board of Directors shall annually review the ~~bylaws~~ **operational guidelines** of the SPHN to ensure they are not in conflict with the Association's bylaws.
- F. The SPHN shall elect its own officers to include a Section Chair, Section Chair-Elect, Section Secretary, two Section Board Members-At-Large, and one Ex Officio Board Member. The Ex Officio Board Member shall be the Public Health Nursing Manager at the Missouri Department of Health and Senior Services.
- G. As described in Article VI, Article VII, and Article IX, the Section Chair shall represent the SPHN by serving on the Association's Board of Directors.
- H. The SPHN shall provide quarterly updates to the Association's Board of Directors.

## **SECTION 2. Section for Local Public Health Agencies (SLPHA)**

**The Section for Local Public Health Agencies mission is to support communication among local, state and federal public health agencies; provide educational and networking opportunities for the public health workforce; and advocate for the health of all Missouri Residents.**

- A. Members of the SLPHA must also be active members of the Association.**
- B. The number of members belonging to the SLPHA shall not be limited.**
- C. Beyond the Association's membership fee, there shall be no additional fees required of those who wish to be members of the SLPHA.**
- D. The SLPHA shall draft its own operational guidelines, which shall not be in conflict with the Association's bylaws. At a minimum, the operational guidelines shall include a description of the Section's purpose, a description of the process for electing the Section's officers, and a description of the duties of the officers, as well as expectations of Section members.**
- F. The Association's Board of Directors shall annually review the operational guidelines of the SLPHA to ensure they are not in conflict with the Association's bylaws.**
- G. The LPHA shall elect its own officers to include a Section Chair, Section Chair-Elect, Section Secretary, two Section Board Members-At-Large, and one Ex Officio Board Member. The Ex Officio Board Member shall be an administrator or an employee of a SLPHA.**

## **SECTION 3. Section for Public Health Students (SPHS)**

**The SPHS's mission is to support communication among undergraduate and**

**graduate public health students; provide educational and networking opportunities for public health students; and advocate for the public health students and educational programs.**

- A. Members of the SPHS must also be active members of the Association.**
- B. The number of members belonging to the SPHS shall not be limited.**
- C. Beyond the Association's membership fee, there shall be no additional fees required of those who wish to be members of the SPHS.**
- D. The SPHS shall draft its own operational guidelines, which shall not be in conflict with the Association's bylaws. At a minimum, the operational guidelines shall include a description of the Section's purpose, a description of the process for electing the Section's officers, and a description of the duties of the officers, as well as expectations of Section members.**
- F. The Association's Board of Directors shall annually review the operational guidelines of the SPHS to ensure they are not in conflict with the Association's bylaws.**
- G. The SPHS shall elect its own officers to include a Section Chair, Section Chair-Elect, Section Secretary, and two Section Board Members-At-Large.**

SECTION 4. **Additional** Sections for Other Public Health Disciplines

The Board may approve additional Sections **upon request** for other public health disciplines to include, but not limited to, Public Health Administration; Environmental Health; Health Education; Emergency Preparedness; Epidemiology; Women and Children's Health; Community Health Workers; and WIC.

**ARTICLE XI - CHAPTERS**

The association may recognize regional chapters that support the mission of the Association. These chapters shall operate as a separate entity from the Association, but must provide quarterly updates to the Board of Directors to continue to be recognized as an active chapter.

**ARTICLE XII – FISCAL YEAR/FINANCES**

SECTION 1.

The fiscal year shall be determined by the Board of Directors.

SECTION 2.

The financial records of the Association will be reviewed quarterly in accordance with standard auditing practices. Financial reports shall be reviewed at each Board of Directors meeting and updated reports shall be disseminated to the Board of Directors prior to each Board of Directors meeting.

### **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

The rule of order shall be based on the Robert's Rules of Order so long as they are not in conflict with these Bylaws.

### **ARTICLE XIV - AMENDMENTS**

These Bylaws may be amended by submitting a change to the Constitution and Bylaws committee via email. The Constitution and Bylaws committee shall review and present to the Board of Directors at the next Board of Directors meeting. The Board of Directors shall vote on proposed bylaws changes and amendments shall be adopted with a two-thirds majority vote. Amendments to the bylaws shall be presented to membership at the business meeting of the annual meeting for a final vote for approval.

*(Bylaws were revised in November, 1997)*

*(Bylaws were revised in November, 2001)*

*(Bylaws were revised in October, 2007)*

*(Bylaws were revised in September, 2021)*

*(Bylaws were revised in September, 2022)*

DRAFT