

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 problems and to work collaboratively with others in initiating and supporting action for the improved health of all Missourians.

ARTICLE III - MEMBERSHIP

SECTION 1. Membership in the Association shall be open to any individual 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. Special memberships:
 - 1. Student/Trainee: Any person enrolled in a college or university or occupied in a formal training program in preparation for entry into a health career.
 - 2. Retiree: Any person who has retired from professional health related activity.
 - 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.

SECTION 2. Candidates for membership shall make application and send the dues payment for the appropriate membership class.

ARTICLE IV – DUES

SECTION 1. Annual dues shall be due and payable each year on the anniversary date of joining the Association. Dues for students and retired members shall be 50 percent of the regular membership dues. Honorary members shall not be required to pay dues. Organizational members shall be required to pay dues at a rate five times the dues for regular membership.

SECTION 2. Any change of annual dues of members shall be recommended by the Board of Directors and submitted to the membership for approval.

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

SECTION 1. There shall be at least an annual meeting of the Association membership to be held at a time and place selected by the Board.

SECTION 2. Quorum – In order to carry out the Association business, there will be at least 30 Association members present representing at least half of the active chapters in the state.

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) and four board members-at-large.

SECTION 2. Terms of Office

- A. All terms of office shall begin on January 1.
- 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 be elected for a term of one (1) year and may be elected for one (1) additional term.
- C. The presidency shall be filled by the president-elect who will take office at the beginning of the next calendar year. The president shall be elected for a term of one (1) year and may be elected for one (1) additional term.
- D. The president-elect position shall be elected annually, and succeed to the presidency at the beginning of the next calendar year. The president-elect shall be elected for a term of one (1) year and may be elected for one (1) additional term.
- E. The vice-president shall be elected for a two-year term.
- F. The secretary shall be elected on the even-numbered year to serve for a two-year term .
- G. The treasurer shall be elected on the odd-numbered year to serve for a two-year term.
- H. The ARGC shall be elected for a three-year term, beginning 1995.
- I. Two members-at-large will be elected on the even-numbered years for two years and two members-at-large will be elected on the odd-numbered years for two years .
- J. Any officer who has served for more than one-half (1/2) of a term shall be considered to have served a full term.

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 may declare the office vacant and fill it.

- B. Any elected officer may be removed for cause by 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 will be filled by the Board for the remainder of the term with no accession to the next office. The appropriate office will be placed on the ballot at the next regularly scheduled election.
- E. Board members-at-large positions that become vacant will be filled by the Board to complete the term of office.
- F. A vacancy in the offices of the secretary, treasurer, or ARGC representative shall be filled by the Board who will appoint someone to fulfill the term and the office will be placed on the ballot at the next 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.
 - 2. Chair the Advisory Committee.
- B. The president shall:
 - 1. Preside at all meetings of the membership, the Board and the Executive Committee.
 - 2. Be an ex-officio member of all committees except the Nominating Committee.
 - 3. Perform such other duties as are incident to the office or may be assigned by the Board.
 - 4. Appoint committee members with input from the chairs with the approval of the Board per Article IX, Section 2.
- C. The president-elect shall:
 - 1. Work closely with the president on all matters pertaining to the office of the president.
 - 2. Chair the Annual Meeting Committee.
 - 3. Perform such other duties as assigned by the Board.
- D. The vice-president shall:

1. Serve as the chair of the Advocacy and Public Policy Committee.
 2. Perform such other duties as assigned by the Board.
- E. The secretary shall:
1. Take minutes of the Board and general membership meetings.
 2. Serve as chair of the Membership Services Committee .
 3. Perform such other duties as assigned by the Board.
- 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.
 3. Perform such other duties as assigned by the Board.
- G. ARGC Representative
1. Secure permission and funding from the Board to attend the APHA meeting while representing the Association
 2. Keep the Association current on all issues that come before APHA.
 3. Submit timely, appropriate reports to the Association and APHA.
 4. Perform such other duties as assigned by the Board.
- H. Board Members-At-Large
1. One Board Member-At-Large will serve as chair of the Constitution Committee.
 2. One Board-Member-At-Large will serve as chair of the Education Committee.
 3. One Board Member-At-Large will serve as vice-chair of the Annual Meeting Committee.
 4. One Board Member-At-Large will serve as vice-chair of the Membership Services Committee.
 5. Board Members-At-Large shall perform such other duties as assigned by the Board.

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 (Board) unless otherwise prescribed by Statute, Certificate of Incorporation, or Bylaws.

- B. The Board 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 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, the four members-at-large and the chapter presidents.

SECTION 3. Eligibility

Any dues paying member may be elected to the Board.

SECTION 4. Vacancies

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

SECTION 5. Quorum

The quorum for the Board will be a simple majority.

SECTION 6. Meetings

- A. The Board shall hold at least two meetings a year. Each member will receive written 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. By mail or e-mail referendum: This vote may be taken by the Board of Directors if all material is sent by US mail or by e-mail (with receipt acknowledged) in the same words to each member at least fifteen working days prior to the vote. Votes may be returned either by US mail or by e-mail by an established deadline. Such votes require a majority of the entire Board. The results of such vote shall control the action of the Association and its Board.
- B. Conference call: The Board may have a conference call to conduct its business and vote as long as a quorum is on the line at one time.
- C. At any meeting of the Board, a simple majority voting decides the issue unless otherwise specified in the Bylaws or required by law.

SECTION 8. Compensation

- A. Members of the Board shall not receive compensation for time related to routine duties as designated in the bylaws.

- B. When the Board approves, expenses may be reimbursed for travel.

ARTICLE VIII -- ELECTIONS

The vote to elect the Board shall be by written ballot. A ballot shall be provided to all members to be returned to the Association office at least 10 days prior to the annual meeting. The election results will be announced at 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 re-appointed for unlimited terms.
- B. The committee chairs will work with the president to select members for approval by the Board.

SECTION 3. Duties of Committees

Except as otherwise noted, the committees will perform such duties as identified by the Board.

SECTION 4. Standing Committees

- A. Advisory
 - 1. Officers and Membership: Immediate past president as Chair; all past presidents of the Association.
 - 2. Duties: Conduct an annual strategic review of the organization and report to the Board
 - 3. Meetings: as needed
- B. Advocacy and Public Policy
 - 1. Officers and Membership: Vice-President as Committee Chair
 - 2. Duties: Follow and notify the membership of legislative activities that are important to the Association. 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: President-Elect as Committee Chair, Board Member-at-Large as Vice-Chair.
 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, Bylaws and Resolutions
1. Officers and Membership: Board Member-At-Large as Committee Chair, and one other Board member shall serve on this committee.
 2. Duties: Shall review the Constitution and Bylaws on a regular basis at the request of the Board and/or membership. Resolutions will be handled in accordance with the Board's direction.
 3. Meetings: as needed or called by chair.
- E. Education
1. Officers and Membership: Board Member-At-Large as Committee Chair
 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 past-president, president-elect, vice-president, secretary, treasurer and ARGC representative.
 2. Duties: Fulfill all the powers of the Board 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 within 30 days of a written request of any five members of the Executive Committee.
- G. Membership Services
1. Officers and Membership: the Secretary shall serve as Chair; Board Member-At-Large as Vice Chair; at least one representative from each chapter. The editor of the Communiqué shall attend Board meetings as an ex-officio member.
 2. Duties: Publish and distribute all types of communications with current members. 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 committee will be elected by the Association membership for two-year staggered terms. The Board will appoint the chair of the committee from those elected.
2. Duties: Annually prepares a ballot for approval by the Board. Count and tabulate the ballots, and report the results to the Board.
3. Meetings: as needed or called by chair.

SECTION 5. Ad Hoc Committees

The president may, with the consent of the Board, establish one or more 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.

ARTICLE X – SECTIONS

SECTION 1

- A. The Board may approve sections of the Association upon the presentation of a petition requesting such action. The petition shall be signed by no less than 20 members in good standing and shall indicate that the signers of the petition wish to have primary affiliation with that section.
- B. The Board may approve the change of name of an existing section upon presentation of a petition requesting such action. The petition shall be signed by 20 members in good standing having primary affiliation with that section, or by the majority of such members of the section, whichever number is greater.
- C. The Board may approve the merger of two or more existing sections upon presentation of a petition requesting such action. The petition shall be signed by no less than a majority of the members of each section involved. Signers shall be members in good standing and have primary affiliation with a section involved in the merger request.

SECTION 2

Sections shall elect their own officers who shall include a chair, vice chair, and secretary.

SECTION 3

The chair of each section may attend Board meetings as an ex-officio member.

SECTION 4

The chair of each section shall appoint a Nominating Committee that shall present a list of nominees for section officers. Election of the officers shall be by majority vote of section members through mailed ballot prior to the annual business meeting. A ballot shall be provided for return no later than 10 days prior to the annual meeting. The results of the election shall be announced at the annual meeting.

SECTION 5

The Board shall make an annual review of section membership. If membership falls below 20 members, it shall be re-evaluated, and a determination shall be made by the Board regarding the continuation of that section.

ARTICLE XI - CHAPTERS

SECTION 1. Purpose

The members of the organization will belong to chapters which reflect the needs and ideas of the different geographical areas of the state.

SECTION 2. Membership

Each member of the Association will belong to the chapter nearest his or her residence or place of employment.

SECTION 3. Formation

- A. Chapters may be established by a presentation to the Board of a petition with 20 signatures of current members in good standing who reside or work in the area of request.
- B. Chapter boundaries shall be clearly defined and recorded. They may be changed by a two-thirds vote of the Association Board.

SECTION 4. Dues and Finances

- A. Chapters will be geographically defined and financed through the Association dues.
- B. Disbursements to the Chapters will be provided once per year only upon the approval by the Association Board of an annual operating budget.
 - 1. The operating budget for each chapter shall include a work plan for the upcoming year.
 - 2. Accompanying the annual operating budget request, the Chapter shall provide a report of activities conducted in accordance with the work plan during the first nine months of the year. A second report of activities covering the remainder of the year shall be submitted within 45 days following the close of the year.
- C. The budget request and work plan shall be submitted within 45 days in advance of the Association's fiscal year.

SECTION 5. Election and Duties of Officers

The officers will be past-president, president, president-elect, vice-president, secretary and treasurer. Some offices may be combined to fit the needs of the chapter with notice to the Board. Committee duties should mirror the Association Board duties.

SECTION 6. Bylaws

A current copy of chapter bylaws shall be on file at the Association office, and chapter bylaws changes shall be submitted to Association for review to ensure they are not in conflict with the bylaws.

SECTION 7. Dissolution

The chapter may petition for dissolution to the Board and be dissolved by a two-thirds vote of the Board. Following are some reasons for dissolution: less than 20 members for two consecutive years and/or if there is irreconcilable conflict with the Association. If the chapter does dissolve, the records and property will become property of the Association.

SECTION 8. Reinstatement

Reinstatement of the chapter will occur in the same manner as a new chapter being developed.

ARTICLE XII – FISCAL YEAR/FINANCES

SECTION 1.

The fiscal year shall be determined by the Board.

SECTION 2.

The financial records of the Association will be reviewed annually in accordance with standard auditing practices.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

SECTION 1.

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

SECTION 1.

These Bylaws may be amended at an annual meeting of the membership by submitting a notice to the membership at least 30 days before the annual meeting, and it will be adopted with a two-thirds majority vote of the members present at the annual meeting.

SECTION 2.

These Bylaws may be amended by introducing a motion at the first business meeting of the annual meeting. With a vote at the second business meeting of the annual meeting, it will be adopted with a three-quarters majority vote by the members present.

SECTION 3.

The Bylaws may also be amended by submitting the identical material to the membership by mail. It must be returned within 30 days of the mailing and it will be adopted with a two-thirds majority vote of those voting.

(Bylaws were revised in November, 1997)

(Bylaws were revised in November, 2001)

(Bylaws were revised in October, 2007)