

NEW YORK STATE PUBLIC HEALTH ASSOCIATION OPERATING BY-LAWS

ARTICLE I: NAME AND PRINCIPAL ADDRESS

SECTION 1. The name of the Organization shall be the New York State Public Health Association, Inc. (hereinafter referred to as the Association).

SECTION 2. The principal office of the Association shall be located as designated by the Board of Directors.

ARTICLE II: PURPOSE

SECTION 1. The purpose of the Association is to foster, expand, and improve organized efforts to better the health of all New Yorkers through health promotion and illness prevention.

Such purpose includes the following objectives:

- (a) Extending and advancing public health, especially through public policy initiatives,
- (b) Providing for the scientific and professional development of the members of the Association; and
- (c) Assisting in the efforts to fulfill the purposes and objectives of the American Public Health Association, with which the Association is affiliated.

ARTICLE III: MEMBERSHIP, NUMBER OF VOTES AND DUES

SECTION 1. Classification of Membership

The membership of the Association shall be defined Board of Directors and shall consist of but not be restricted to the following classes:

(a) Individual Members

Any individual, who is interested in public health, is eligible for membership in the Association.

(b) Honorary Life members

(1) The Board of Directors may confer honorary life membership upon any individual, whether or not a resident of the State of New York, who has rendered such service to the cause of public health as shall, in the judgment of the Board, entitle the individual to special recognition.

(2) Not more than two (2) honorary life members shall be elected in any one year.

(c) Organizational Members

Organizational members shall consist of organizations or institutions, which are interested in and participate in public health, and which support the purpose and objectives of the Association.

(d) Student Members

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Any student enrolled at least half-time in an accredited program of public health, medicine or health sciences at the undergraduate, graduate or doctoral level.

SECTION 2. Application for Membership

- (a) Applications for membership in the Association shall be in such form and shall contain such information as shall be required by the Board of Directors. The amount of the dues shall accompany such application.
- (b) The Board of Directors shall reserve the right to approve membership in the Association.

SECTION 3. Number of Votes

Each individual member and Honorary Life Member, shall have one (1) vote, and each Organizational Member shall have four (4) votes, on each matter considered at each meeting of the membership of the Association.

SECTION 4. Dues

- (a) The annual dues shall be determined in the manner provided by Article XII hereof.
- (b) There shall be no dues for an Honorary Life Member.
- (c) Individual and Organizational Members in arrears of dues at the time of the Annual Meeting shall not be eligible to vote.

ARTICLE IV: MEMBERSHIP MEETINGS

SECTION 1. There shall be one (1) general meeting of the Association each year, which shall be known as the Annual Meeting and shall be held on the date and at the time and place designated by the Board of Directors.

SECTION 2. Special Meetings

- (a) Special meetings may be called from time to time by the President.
- (b) Special meetings must be called by the President upon the written request of twenty (20) members of the Association who are in good standing.

SECTION 3. Notice of Annual Meeting

Notice of the Annual Meeting of the Association shall be sent to each member not less than thirty (30) days prior to the date of the meeting, and shall state the date, time, place and purposes of the meeting.

SECTION 4. Notice of Special Meetings

Notice of any special meeting of the members of the Association shall be sent to each member not less than ten (10) days prior to the date of such meeting. Such notice shall state the date, time, place and purpose of the meeting. No business shall be transacted at such meeting other than that stated in the notice of meeting.

SECTION 5. Waiver of Notice

Notice of any meeting may be waived by any member:

- (a) who submits a waiver of notice, before, during, or after a meeting, or
- (b) who attends a meeting without protesting, prior to the conclusion of the meeting, the lack of notice of the meeting.

SECTION 6. Quorum

Not less than twenty (20) members, three (3) of whom must be officers of the Association, shall constitute a quorum for the transaction of business at all meetings.

SECTION 7. Voting

The method of voting at meetings of the membership of the Association shall be as follows:

Voting at special meetings and on all matters at the annual meeting shall be by show of hands, unless another method is determined by majority vote of the members present and entitled to vote.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. Membership of the Board

The Board of Directors shall consist of no less than 12 members and no more than 15.

The Board of Directors shall consist of:

- (a) One (1) representative selected by each organized region of the Association
- (b) The officers of the Association;
- (c) The immediate past president of the Association;
- (d) At least one (1) representative from among the Organizational Member
- (e) One representative (1) from among the student membership of NYSPHA

SECTION 2. Term of Office

A. Each Director shall serve not more than two (2) consecutive two (2) year terms or until a successor is elected.

B. Directors shall assume the duties of their office on the first day of July, immediately following the Annual Meeting and shall serve their stipulated terms or until their successors are elected.

SECTION 3. Powers and Duties of the Board

The corporate powers of the Association shall be vested in the Board of Directors.

Its duties and powers shall include but shall not be limited to the following:

- (a) Formulating the policies of the Association;
- (b) Developing programs and promoting plans for the advancement of the affairs of the Association;
- (c) Serving as a clearing house for ideas and suggestions of special interest to the members of the Association;

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- (d) Transmitting subjects and problems relating to public health to the Board of Directors of the American Public Health Association for consideration and action;
- (e) Providing such services for the members of the Association as shall be deemed advisable by the Board;
- (f) Delegating to the Executive Committee or President, such responsibilities as may be deemed necessary or desirable to effect the objectives of the Association; and
- (g) Reviewing the affairs of the Association on a continuing basis to make its operations and programs effective.
- (h) Reviewing the annual Budget proposed by the Treasurer and adopting, as revised, prior to the start of the fiscal year. The Board may revise the Annual Budget at any meeting of the Board by a 2/3 vote of the members in attendance, providing that a quorum is present.
- (i) The Board will determine the recipients of the following awards to be presented annually:
Hermann M. Biggs Memorial Medal and Certificate – awarded to an individual who has “been recognized for outstanding achievement in public health in New York State”. Citation for Outstanding Leadership in Public Health in New York State – awarded to an individual or an organization, or both. Honorary Life Members -(Article III, Section I).
- (j) All members of the Board shall actively participate in at least 75 percent of Board meetings.. All members of the Board shall actively participate in a minimum of one committee.

Section 4. Quorum and Vote

Nine (9) members of the Board present at a meeting of the Board shall constitute a quorum for the transaction of business. Each Director shall have one (1) vote.

Section 5. Meetings of the Board

The Board of Directors shall meet at least twice each year: (1) at or immediately after the annual meeting of the Association, and (2) at such other time and place as shall be specified by the President.

Section 6. Special Meetings of the Board

Special meetings of the Board of Directors shall be held at such times and places and for such purposes as the President may determine.

Section 7. Notice of Meetings

- (a) Notice of each meeting of the Board shall be sent to each Board member not less than ten (10) nor more than thirty (30) days prior to the date of each meeting, except that notice of the Board meeting to be held at or immediately after the annual meeting of the Association shall be sent with the notice of such annual meeting or for urgent or time-sensitive matters wherein a meeting needs to be held within less than ten (10) days.
- (b) With the concurrence of the President, the Board may elect to schedule meetings at pre-designated regular intervals with reminders sent no later than 10 days prior to each meeting.

Section 8. Vacancies

Vacancies in the Board of Directors shall be filled for the balance of the unexpired term by majority vote of those members present.

Section 9. Removal of Directors

Any Director may be removed for valid cause by majority vote of the total membership of the Board of Directors taken at a meeting of the Board called for that purpose.

ARTICLE VI: OFFICERS

Section 1. Officers

The officers of the Association shall consist of the following: President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The President of the Association shall maintain membership in the American Public Health Association during his/her term(s).

Section 2. Term of Office

Each officer shall be elected for a term of two (2) years beginning on July 1, after the annual meeting.

Section 3. Vacancies

The Board of Directors, by majority vote of the total membership of the Board, shall fill the vacancy in any office for the unexpired term of the office.

Section 4. Removal of Officers

Any officer may be removed for cause.

Section 5. Execution of Checks, Drafts, and Money Orders

Any two of the following officers: President, First Vice-President, Second Vice-President and Treasurer, except as provided for in policies adopted by the Board of Directors. Any check over the amount of \$2,500 shall require written approval of the President.

ARTICLE VII: DUTIES OF OFFICERS

Section 1. President

The President shall be the chief executive officer of the Association, shall serve as Chairman of the Board of Directors and of the Executive Committee, and shall:

- (a) Preside at all meetings of the members of the Association, and at all meetings of the Board of Directors and of the Executive Committee.
- (b) Be a member ex-officio of all committees except the Nominating Committee.
- (c) Serve as the official representative of the Association
- (d) The President shall appoint the Chairperson of all committees, except the Nominating and Membership committees, with the consent of the Board.
- (e) Perform such other duties as are incidental to the office or which may be assigned by the Board of Directors.

Section 2. First Vice-president

The First Vice-President shall:

- (a) During the absence or temporary inability of the President to act, preside at all meetings, and perform the duties and exercise the powers of the President, and
- (b) Chair the Membership Committee, and
- (c) Perform such duties as may be delegated by the President or the Board of Directors.

Section 3. Second Vice-President

The Second Vice-President shall:

- (a) Perform such duties as may be delegated by the President or the Board of Directors.

Section 4. Treasurer

The Treasurer shall be the fiscal officer of the Association and shall:

- (a) Collect and disburse the funds of the Association, and keep full and accurate accounts of all receipts and disbursements.
- (b) Prepare an annual budget for consideration and action by the Board of Directors.
- (c) Render a statement of accounts annually with 90 days of the close of the fiscal year, or when requested by the Board of Directors.
- (d) Perform such other duties as are incidental to the office of Treasurer or which may be assigned by the President or by the Board of Directors, and
- (e) Upon expiration of the term of office deliver to the elected successor in office all books, monies, and other property of the Association.
- (f) The Treasurer shall be assisted by the Executive Director in such duties as may be deemed appropriate by the Board of Directors.

Section 5. Secretary

The Secretary shall:

- (a) Record and keep the minutes of all meetings of the members of the Association and of the Board of Directors and the Executive Committee.
- (b) Be responsible for maintaining the Official Records of the Association.
- (c) Send reports and minutes to the Board of Directors, to the Executive Committee, and to the members of the Association, as appropriate.
- (d) Perform such other duties as are incidental to the office of Secretary or which may be assigned by the President or by the Board of Directors, and
- (e) Upon expiration of the term of office, deliver to the elected successor in office all records and other property of the Association.

ARTICLE VIII: EXECUTIVE DIRECTOR

Section 1. An Executive Director may be appointed by the Board of Directors upon such terms and conditions as approved by the Board.

ARTICLE IX: COMMITTEES

(a) There shall be the following standing Committees:

1. Nominating Committee
2. Membership Committee
3. Advocacy Committee

(b) Formal actions taken by any committee are subject to review and approval by the Board of Directors unless such review and approval is waived by the Board.

(c) The President, with approval of the Board, shall appoint members of all committees except the Nominating and Membership Committee.

Section 2. Nominating Committee

(a) The immediate past President shall chair the Nominating Committee and shall appoint its members, however, each region into which the State has been divided, shall have at least one (1) representative on the Committee.

(b) The Committee shall solicit and consider suggestions from the members of the Association for nominations to all elective offices in the Association, but such suggestions shall not be binding upon the Committee.

(c) The Committee shall prepare an appropriate slate of candidates for election at the annual meeting of the Association. All candidates must be members in good standing at the time of election.

Section 3. Membership Committee

(a) The First Vice-President shall chair the Membership Committee and appoint its members in consultation with the President, however, each region into which the State has been divided, shall have at least one (1) representative on the Committee.

(b) The Committee shall solicit and consider suggestions from the members of the Association for candidates for membership.

(c) The Committee shall actively recruit members from the full spectrum of individuals and organizations actively interested in the health and welfare of the residents of New York State, and supportive of the purposes of the Association.

Section 4: Advocacy Committee

(a) The Second Vice-President, unless otherwise directed by the President, shall chair the Advocacy Committee and appoint its members in consultation with the President.

(b) The Committee shall solicit and consider suggestions from the members of the Association for an annual policy agenda.

(c) The Committee shall assist the President and Executive Director with responses to requests for support of public health legislation on behalf of the Association.

Section 5. Additional Committees

- (a) The Board of Directors may from time to time create such other Committees, as the Board deems necessary or desirable, to assist in the work of the Association. The members of such Committees shall be appointed by the President.
- (b) Each such Committee shall have only the powers and responsibilities as are specifically delegated to it by the Board.

ARTICLE X: EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee which shall consist of:

- (a) The officers of the Association;
- (b) The immediate past president of the Association; and
- (c) Two (2) representatives from the Board of Directors, elected by the Board.

Section 2. The Executive Committee shall have the following responsibilities and duties.

- (a) Conduct the business of the Association between meetings of the Board of Directors within the established policy of the Association;
- (b) Recommend to the Board of Directors the adoption and implementation of new or modified policies; and
- (c) Implement such other responsibilities and duties as may from time to time be delegated to it by the Board of Directors.

ARTICLE XI: NOMINATIONS AND ELECTIONS

Section 1. Nominations for Office

- (a) Each nominee shall be a member in good standing.
- (b) Nominations for all elective offices in the Association shall be made by the Nominating Committee and reported to the Board of Directors and the slate of such nominees shall be sent to each member of the Association for their information.
- (c) Nominations for any elective offices may be made from the floor at the Annual Meeting.

Section 2. Elections to Office

- (a) Election of the Board of Directors and Officers shall take place at the Annual Meeting of the Association. The Report of the Nominating Committee shall be presented and a vote of a majority of members present shall constitute election of those nominated.
- (b) In the event of a contested election, a written ballot shall be provided. Tellers may be appointed by the President to count the ballots. The candidate who receives a plurality of the votes cast for the position for which he or she has been nominated, shall be declared elected.
- (c) Newly elected Directors and Officers shall assume their respective offices, at the beginning of the fiscal year.

ARTICLE XII: MEMBERSHIP DUES

Section 1. Amount of Dues

The amount of annual membership dues may be determined by the Board of Directors at any meeting by a 2/3 vote of the members present, providing that a quorum is present.

- (a) The amount of dues so established shall continue in effect until changed, as provided in subsection (a) of this article.
- (b) The Board of Directors may recommend changes in the amounts of the annual dues for consideration and action at any annual meeting by the affirmative vote of a majority of the members of the Association present and entitled to vote thereon.

Section 2. Payment of Dues

- (a) Membership dues shall be due and payable yearly on a rotation designated by the initial dues payment and/or renewal.
- (b) Any member in arrears of dues for more than four (4) months shall be automatically dropped from membership in the Association, unless otherwise directed by the Board of Directors.
- (c) The Board of Directors may institute policies regarding the amount or term covered by a new member's initial dues payment.

ARTICLE XIII: REGIONS

Section 1. Nature of Regions

The six (6) geographical regions of the State of New York as presently constituted by the Association shall continue in effect as regions of the Association, except that the Board of Directors may from time to time, as it deems necessary or desirable, change the geographical lines of a region or regions in order to establish an additional region or regions or to reduce the number of regions.

Section 2. Regional Officers and Meetings

- (a) Each region shall elect its own officers and shall conduct meetings and workshops and programs of information and education in cooperation with the Association.
- (b) The President, the Board of Directors, and the Executive Director shall make every effort to provide adequate program material and organizational assistance to insure that, so far as possible, the needs of the members of the regions will be fulfilled through such meetings.

Section 3. Regional Bylaws

Each region shall adopt its own Bylaws, which shall be consistent with the Bylaws of the Association. The by-laws of the Association shall supersede the Bylaws of the Regions when determined appropriate by the Association Board of Directors.

ARTICLE XIV: AFFILIATION WITH AMERICAN PUBLIC HEALTH ASSOCIATION

Section 1. Nature of Affiliation

The Association is a New York State affiliate of the American Public Health Association.

Section 2. Election and Term of Representatives

The representative to the Governing Council of the American Public Health Association shall be the Immediate Past President or an alternate assigned by the President.

Such representative shall be selected in accordance with the requirements of the American Public Health Association for representation of affiliates.

ARTICLE XV: FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the Association shall commence on the first day of January of each year and shall end on the thirty-first day of the following December.

ARTICLE XVI: COMPENSATION AND REIMBURSEMENT

Section 1. Compensation

No officer or member of the Board of Directors of the Association shall receive any salary or compensation for the performance of his or her duties as officer or director. However, an officer or member of the Board of Directors may be reimbursed for actual and necessary expenses incurred exclusively in the discharge of his or her responsibilities in the conduct of the business of the Association.

Section 2. Compensation of Members

No member of the Association shall receive any salary or compensation unless authorized by the concurring vote of two-thirds of the Board of Directors. However, a member of the Association may be reimbursed for actual and necessary expenses incurred exclusively in the conduct of the business of the Association, when such expenditures are approved in advance by resolution of the Board.

ARTICLE XVII: AMENDMENT AND EFFECTIVE DATE

Section 1. Amendment of Bylaws

(a) The Bylaws may be amended or repealed, and new Bylaws may be adopted at any meeting of the Board of Directors by a two-thirds (2/3) vote and that a copy of the proposed amendment or amendments, or a copy of the proposed new Bylaws, is sent to each Board member no less than thirty (30) days before the meeting.

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- (b) The Bylaws may be amended or repealed, and new Bylaws may be adopted, at a special or annual meeting of the members of the Association by an affirmative vote of not less than two-thirds (2/3) of the members present at such meeting, who are entitled to vote at such meeting, providing that:
- (1) A copy of the proposed amendment or amendments, or a copy of the proposed new Bylaws, is sent to each eligible voting member with a notice of the meeting, at which the proposal or proposals will be considered and acted upon, and
 - (2) The appropriate provisions of Article IV hereof with respect to notice of the meeting have been complied with.
 - (3) A proposed amendment may include an alternative or alternatives, any one of which may be adopted at the meeting.

Section 2. Effective Date of Amendments to the Bylaws

- (a) Each amendment to the Bylaws shall take effect immediately upon its adoption unless otherwise provided by the amendment.

ARTICLE XVIII: PARLIAMENTARY AUTHORITY

The rules contained in the latest revised edition of *Robert's Rules of Order Newly Revised* shall govern all meetings, except when they are inconsistent with these Bylaws.