

Public Health Association of Nebraska

Bylaws

ARTICLE I

Name

Section 1 The name of this non-profit Association, incorporated under the laws of the State of Nebraska, is the Public Health Association of Nebraska, here in after referred to as PHAN. The Association shall be affiliated with the American Public Health Association. PHAN is represented on the Governing Council of the American Public Health Association (APHA).

Mission

Section 2 The Mission of PHAN is to protect and promote personal, environmental and community health of all people in Nebraska.

Guiding Principles

Section 3 PHAN shall exercise leadership with health professionals and the general public by performing the core functions of public health (assessment, policy development, and assurance), with particular focus on the inter-relationship between health and the quality of living.

Functions:

Section 4 The major functions of PHAN shall be to:

- a. Promote public health practices for all persons in Nebraska;
- b. Promote and provide educational opportunities for the public health system;
- c. Advocate for the health of all Nebraskans through policy development, program implementation and health promotion and prevention strategies;
- d. Collaborate in developing and sustaining a trained and professional public health workforce; and
- e. Serve as a resource for public information grounded in evidenced-based public health practice, current science, and social justice principles.

ARTICLE II

Membership

Section 1 The membership of PHAN shall be unrestricted by consideration of age, color, creed, ability, sexual orientation, gender identity, nationality, race, ethnicity, religion, gender, or geographic location.

Section 2 There shall be four classes of membership in PHAN: individual, organizational, student, and honorary.

Eligibility

The following are classifications of membership in PHAN:

- a. An individual member is any person who is engaged in or has an interest in public health or who has been so designated as an organizational member and whose dues are current.
- b. An organizational member is any agency that has a mission related to public health or improving the health of the public or that has non-profit status under the United States Internal Revenue Service Code and whose dues are current.
- c. A student member is any person enrolled at a college or university in a public health-related degree-seeking course of study (undergraduate 12cr hrs, Graduate 6cr hr per semester) and whose dues are current. Student membership is available for six years per degree.
- d. An honorary member is any person granted a lifetime honorary membership by the Board of Directors in recognition of distinguished service.

The Board has the right to review all membership applications for consistency with PHAN's mission

Privileges

Section 3 Individual, organizational, student, and honorary members shall have the following:

- a. Participate in proceedings of the association including voting;
- b. Be eligible as a candidate for PHAN elected and appointed positions in accordance with the bylaws;
- c. Attend the annual meeting and other events of PHAN at the membership rate; and
- d. Receive information distributed by PHAN.

Any member may be expelled from membership of the Association by a two-thirds majority vote of the Board of Directors.

- a. A member may be expelled for a minimum of one year from the organization as a result of behavior such as the following examples: misrepresentation of the organization, unethical behavior when carrying out PHAN activities, unprofessional behavior while representing PHAN, criminal activity, misappropriation of PHAN funds.
- b. The President shall notify the member immediately by postal mail of the Board's decision to expel. The expelled member can request a hearing with the Board of Directors within ten days after receiving the letter which shall state the time and place of the next Board meeting.
- c. Following a hearing, the decision of the Board of Directors shall be final.

- d. Reinstatement as a member requires a letter from the member stating a desire to regain membership status and an explanation of the reason for the expulsion. A two-thirds majority vote of the Board of Directors is required for reinstatement. The expelled member forfeits any dues paid prior to expulsion.

ARTICLE III

Dues

- Section 1 Dues for PHAN shall be established by the Board of Directors.
- Section 2 The membership period shall be the same as PHAN's fiscal year (January through December). Non-payment of dues after the membership period has expired will result in termination of membership privileges. The Board of Directors may adjust and/or restructure the membership period but may not extend the period beyond one year without prior approval of the membership.

ARTICLE IV

Nominations and Elections Composition

- Section 1 The officers of the Association shall be selected from the PHAN Board of Directors. Officers shall include: President, President-Elect, Secretary, Treasurer, Immediate Past President, Secretary, Treasurer, and APHA Delegate. All officers shall be current PHAN members.

Terms of Office

- Section 2 The officers of the Association shall be elected annually and will serve two year terms of office, with the exception of the APHA Delegate who will serve for a term of (3) three years. Each officer shall hold office, until his successor has been duly elected, until death, resignation, disqualification, or removal. Term appointment or expiration dates should be duly noted. The President and President-Elect serve for only one two year term of office; all other officers may be re-elected by the board of Directors.

Election

- Section 3 The Board of Directors shall elect officers after the annual membership meeting and prior to the start of a new fiscal year for the Association. If the election of officers cannot be held at such meeting, the election can be conducted electronically. Nominations, including self-nominations, will be called for by the President. Nominations for a position are accepted until the start of voting for that position. A nomination will only be valid if the candidate declares orally at the meeting, or in writing or by electronic mail prior to the meeting, that the candidate is willing to take office if elected. Voting will be by secret ballot. To be elected, a candidate

must receive votes marked with his or her name from a majority of the Board members in attendance. The minutes shall record the candidates nominated for each position and the elected candidate.

Duties

The duties of the President shall include:

- a. Preside at all meetings of PHAN and conduct them by a formal order of business;
- b. The President is required to be a member of APHA;
- c. Chair the Board of Directors and the Executive Committee;
- d. Make appointments to committees and Executive Board with the approval of the Board of Directors;
- e. Serve as official representative of PHAN, except as otherwise provided in these bylaws, and act in that capacity in all matters for and on behalf of PHAN;
- f. Serve as an ex officio member of all standing and *AdHoc* committees; and
- g. Perform other such duties as PHAN or the Board of Directors may require.

The duties of the President-Elect shall include:

- a. Assume the duties of President during an absence or as requested by the Executive Committee;
- b. Serve on the Conference Committee;
- c. Chair the Nominations Committee;
- d. Serve on the Executive Committee; and
- e. Perform other such duties as PHAN or the Board of Directors may require.

The duties of the Secretary shall include:

- a. Assume the duties of President during the absence of the President and President-Elect or as requested by the Executive Committee;
- b. Have oversight to the meeting agenda and oversight and signature of the Board's minutes;
- c. Serve on the Executive Committee; and
- d. Perform such other duties as PHAN or the Board of Directors may require.

The duties of the Treasurer shall include:

- a. Review financial records and report to the Board monthly or as directed by the Board;
- b. Assume the duties of President during an absence of the President, President-Elect, and Secretary or as requested by the Executive Committee;

- c. Serve on the Executive Committee; and
- d. Perform such other duties as PHAN or the Board of Directors may require.

Ex Officio Members

- Section 1 The Board of Directors may identify and approve Ex Officio members to service the best interests of the organization. They will serve at the discretion of the Board to enhance PHAN's mission and strategic plan.
- Section 2 Ex Officio members will take part in the PHAN board meetings as non-voting members.
- Section 3 Ex Officio members are appointed, or reaffirmed, annually by the voting Board members.

Removal

- Section 4 Any officer elected by the Board of Directors may be removed by a vote of a majority of the Directors in office whenever, in their judgment, the interests of the Association would be better served thereby. A simple majority vote of Directors is needed for removal of an officer.

Vacancies

- Section 5 A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Elections & Voting

- Section 6
 - a. All elections shall be determined by a plurality of mailed or electronic ballots. In the case of a tie, the decision shall be determined by lot by the Chair of the Nominating Committee.
 - b. Ballots listing the names of nominees for the Board shall be emailed to all active members at least 30 days but not more than 45 days prior to the annual meeting.
 - c. Marked ballots shall be returned to the PHAN no later than 10 days prior to the annual meeting.
 - d. The election results shall be given during the annual meeting by the President.
 - e. All ballots and other records of the election shall be preserved by the Secretary for one year after the election.
 - f. The term for each newly elected Board member shall begin January 1 following the Annual Meeting.

ARTICLE V

Executive Director's Signature Authority

- Section 1 The Executive Director of PHAN, at such times when one has been contracted by the Board, may sign checks on amounts as shall be determined by fiscal policy approved by the Board. The Board of Directors shall approve by simple majority the contract with the Executive Director.
- Section 2 Executive Director Duties:
- a. Solicit and accept names for the offices to be filled from the Nominating Committee appointed by the President;
 - b. Develop a ballot by monitoring terms of office and soliciting candidates for each office to be filled from the Board and the membership;
 - c. Present the ballot to the Board of Directors to determine compliance with the bylaws at 60 days prior to the annual meeting;
 - d. Solicit and review nominees for designated PHAN awards;
 - e. Executive Director recommend individuals to the Board of Directors for the designated awards based on the policies, procedures, and in accordance with these bylaws;
 - f. Establish and assist with the proceedings for presenting the awards at the annual meeting with President/President-Elect.

ARTICLE VI

Board of Directors and Duties of Board of Directors

- Section 1 Term of Office for all Board Members will be three years. Each elected board member can serve two three year consecutive terms of office.
- Section 2 There shall be a Board of Directors consisting of the President, President-Elect, Immediate Past-President, Secretary, Treasurer, Directors at Large, APHA Affiliate Representative(s) to the Governing Council, and section chairpersons. Directors at Large shall be equal in number to the Section Chairs.
- Section 3 Members of the board, or of any committee appointed by the Board, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications device by which all persons participating in the meeting can hear each other at the same time without unreasonable expense or difficulty in hearing one another. Participation by such means shall constitute presence in person at the meeting.
- Section 4 Regular meetings of the Board of Directors shall be held at least quarterly at times, places, and forums determined by the Board. A simple majority of PHAN members in attendance will constitute a quorum for transaction of business at the Annual Meeting.
- Section 5 Special meetings of the Board of Directors may be called by the President or upon the request of a majority of the Board of Directors. Agenda and meeting

location is provided to each member of the Board by e-mail or other electronic means.

Section 6 Absence from more than three consecutive Board meetings without good cause, as determined by the quorum, shall constitute a resignation and the vacancy shall be filled as provided for in these by laws.

Section 7 The Board of Directors shall:

- a. Transact all business of PHAN in the interim between the annual meetings subject to limitations in the Charter and bylaws; Board business, including voting, can be done at a distance and via electronic technology;
- b. Establish administrative policies of PHAN;
- c. Direct the administration and affairs of PHAN based on the adoption of an annual budget and other actions taken throughout the fiscal year;
- d. Employ or contract staff, define duties and fix the compensation;
- e. Appoint or approve committees as provided for;
- f. Coordinate filling of vacancies on the Board of Directors;
- g. Determine the registration fee, date, and place of the annual meeting and approve the program based on recommendations from the Conference Committee;
- h. Select individuals for honorary membership from a list submitted by the Membership Committee or Executive Committee;
- i. Approve the selection of the individuals to receive the PHAN awards as recommended by the Executive Committee or President;
- j. Establish *AdHoc* committees as needed;
- k. Provide for the establishment and dissolution of sections in accordance with these bylaws; and
- l. Consider a simple majority of Board members to be a quorum including either the President, President-Elect, or both in attendance.

Section 8 There shall be an Executive Committee of the Board of Directors composed of the President, President-Elect, Immediate Past-President, Secretary, Treasurer, and APHA Affiliate Representative(s) to the governing Council. The committee shall:

- a. Meet in between Board meetings if such meeting is necessary to conduct PHAN business;
- b. Prepare agenda for board meetings (President and Executive Director);
- c. Supervise the Executive Director; and
- d. Perform other duties as assigned.

ARTICLE VII

American Public Health Association Representative/Board of Directors

- Section 1 The Board of Directors shall select a Delegate and an Alternate Delegate to represent PHAN on the American Public Health Association Governing Council. The Delegate and Alternate Delegate may be selected from among current Board members or membership.
- Section 2 The Delegate and Alternate Delegate must be members in good standing of PHAN, be on the PHAN Board of Directors, or have been on the Board of Directors in the past, and meet APHA's requirements for eligibility.
- Section 3 The Alternate Delegate shall serve when the Delegate is unable to fulfill the duties.
- Section 4 The term of service shall be for three years. An individual may serve for more than two terms as Delegate or Alternate Delegate with the approval of the Board of Directors.
- Section 5 The Delegate or Alternate Delegate shall serve on the Executive Committee. Only one board vote is allowed for Delegate and Alternate Delegate.

ARTICLE VIII

PHAN Sections

- Section 1 A section shall be a structure within PHAN established for the purpose of promoting areas of common interest and developing an identified subgroup of PHAN.
- Section 2 A section may be established by a vote of the Board of Directors upon evidence that a substantial number of individuals request such designation and that the proposed section is consistent with the guiding principles of PHAN.
- Section 3 A section may be dissolved by a two-thirds vote for the Board of Directors when there is:
- a. Agreement of the Board of Directors and the section members that there is no reason for continuance; or
 - b. Failure of the section to carry out its functions or to conform to the requirements or principles of PHAN.
- Section 4 The section leadership will be determined by the section.
- Section 5 Dues for a section shall be determined by a vote of the section members and is in addition to the overall dues for PHAN membership. Section members must be PHAN members.
- Section 6 The Section Chair shall:
- a. Preside at all meetings of the section;

- b. Serve as a voting member on the PHAN Board of Directors; if there is a section Co-Chair, only one vote is counted between the two Chairs;
- c. Provide an annual report to the PHAN Board of Directors and at the PHAN annual meeting, including a financial report;
- d. Provide a section report at the end of the year planning meeting (November/December) in accordance with section guidelines.

Section 7 Each section shall keep minutes of meetings, maintain other records of the section, and provide the minutes to PHAN for the PHAN official files; this includes the annual section report with budget expenditures. Section funds will be managed by the PHAN Executive Director and the PHAN Board of Directors and can be used by the section per section policies.

ARTICLE IX

Ex Officio Members

- Section 1 The Board of Directors may identify and approve Ex Officio members to serve the best interests of the organization. They will serve at the discretion of the Board to enhance PHAN's strategic plan and mission.
- Section 2 Ex Officio members will take part on the PHAN Board meetings as non-voting members.
- Section 3 Ex Officio members can be appointed annually by the voting Board members.

ARTICLE X

Annual and Special Meetings

- Section 1 PHAN shall hold an annual meeting at such time and place as determined by the Board of Directors.
- Section 2 The order of business for each PHAN annual meeting shall be in accordance with a program adopted at the beginning of the annual meeting and shall include:
- a. Call to Order
 - b. Address of the President
 - c. Reports of officers and Executive Director, including current financial statement
 - d. Awards or other recognitions
 - e. Presenting the annual report
 - f. Announcement of election results

g. Other business Adjournment

Section 3 Special meetings of the PHAN membership may be called by the Board of Directors or upon the request of 10% of the total PHAN membership. Notices of special meetings shall be provided at least 10 days before the meeting. Notices of the annual meeting shall be provided at least 30 days before the first day of the annual meeting.

Parliamentary Procedure

The rules contained in Roberts Rules of Order, Newly Revised, shall govern meetings of PHAN in all cases to which they are applicable and consistent with the bylaws.

Quorum

A quorum is a simple majority of PHAN members in attendance at the annual or specially called meeting.

ARTICLE XI

Standing Committees

Section 1 Standing committees shall assume such duties as specified by these bylaws and such other duties as may be assigned by the Board of Directors.

Section 2 If a standing committee has sub-committees, the chair of the standing committee and the chair of the respective sub-committee may constitute a committee for action between meetings of the standing committee. All transactions of this committee shall be reported in full at the next regularly scheduled PHAN Board Meeting or meeting of the standing committee.

Section 3 Absence without good cause from three meetings of a committee shall constitute a resignation and the vacancy shall be filled by the committee officers or by member appointment by the committee officers.

Section 4 The following standing committee members shall be appointed by the Directors annually and serve until their successors are appointed.

- a. Executive Committee: President, President-Elect, Secretary, Treasurer, and APHA Delegate
- b. Finance Committee: Executive Director and Treasurer
- c. Nominating Committee
- d. Conference Committee
- e. Legislative and Public Policy Committee

Section 5 The Conference Committee shall include members from the Board consisting of elected members the sections and the Executive Director. The Conference Committee will

make arrangements, including:

- a. Plan the program including the annual business meeting and arrange for exhibitors;
- b. Submit plans including a budget to the Board of Directors for approval; and
- c. Plan and implement publicity for the annual meeting.

Section 6 The Legislative and Public Policy Committee shall:

- a. Study and make recommendations to the Board of Directors on public health issues, which are timely and of interest to PHAN;
- b. Study the issues referred by the Board of Directors and make recommendations within the established time frame;
- c. Serve as liaison with the Legislature to present PHAN views and serve as an informational resource within the context of the legislative statement; and
- d. Develop and implement a procedure in conjunction with the Board of Directors for obtaining PHAN's official position in response to proposed legislation related to the mission of PHAN for issues not covered by the legislative statement.

Section 7 The Nominating Committee shall:

- a. Solicit and accept names for the offices to be filled; and
- b. Present the ballot to the Board of Directors to determine compliance with the bylaws at least 45 days prior to the Annual Meeting.

Section 8 An *AdHoc* Committee may be formed from time to time at the discretion of the Board in order to take care of an immediate matter of business. Once the business is completed, the Committee will be dissolved.

ARTICLE XII

Fiscal Year

The fiscal year of PHAN shall be the calendar year.

ARTICLE XIII

Bylaws Amendments

These bylaws may be amended, repealed, or altered, in whole or in part, and additional bylaws may be adopted first by the Board of Directors and then by the membership at the annual meeting. Such amendments shall require an affirmative two-thirds vote of those attending the meeting. Written notices of the proposed change shall be sent to the membership for review 30 days prior to the Annual Meeting.

The foregoing bylaws were adopted by the members of the Association by vote on September 28, 2016. These by laws will go into effect immediately following an approval vote at the PHAN Annual Meeting. These bylaws are in effect until revised; Bylaws are reviewed at minimum every 3 years.

Dated: _____

Signed by:

PHAN President