

BYLAWS
OF
PUBLIC HEALTH ASSOCIATION OF NEBRASKA

ARTICLE I
NAME AND OFFICE

Section 1. Name. The name of the organization is the Public Health Association of Nebraska ("PHAN").

Section 2. Affiliation. PHAN shall be affiliated with the American Public Health Association ("APHA").

Section 3. Registered Office. The registered office of the Corporation shall be that as listed by the Secretary of State as updated from time to time. The Corporation may establish other offices as may be determined by the Board of Directors.

ARTICLE II
MEMBERS

Section 1. Membership. Membership in PHAN shall be open to all persons interested in the Corporation's purposes and unrestricted by consideration of age, color, creed, ability, sexual orientation, gender identity, nationality, race, ethnicity, religion, gender, or geographic location. The Board may establish criteria for Membership as it deems appropriate. The Board of Directors may establish classes of membership (outlined in policy) as it deems necessary or desirable from time to time.

Section 2. Privileges. All members shall have the following privileges of membership:

- (a) Participation in proceedings of PHAN;
- (b) Voting for members of the Board of Directors;
- (c) Eligibility to serve as a Director or Officer of PHAN; and
- (d) Invitations to the annual meeting and other events of PHAN.

Section 3. Termination. A Member may be terminated from membership upon a two-thirds (2/3) vote of the Board of Directors due to misrepresentation of the organization, unethical behavior when carrying out PHAN activities, unprofessional behavior while representing PHAN, criminal activity, or misappropriation of PHAN funds. A Member so terminated shall have a right to notice of such termination and to a hearing in front of the Board of Directors to be held within ten (10) days of receipt of the notice. A Member so terminated has no right to reimbursement of dues. A Member may not reapply for membership for one (1) year.

ARTICLE III DUES

Section 1. Dues. The Board shall establish a schedule of dues, which may be changed from time to time at the sole discretion of the Board. Membership dues shall be applied on a calendar year basis and are due annually. The privileges of a Member that fails to pay dues shall be suspended until such time as dues are paid.

ARTICLE IV OFFICERS

Section 1. Number. The officers of the corporation shall be a President, Secretary, Treasurer, APHA Delegate, President-Elect / Immediate Past President (in alternating years) each of whom shall be elected by the Board of Directors. All officers shall be Members in good standing with PHAN and be members of the Board of Directors.

Section 2. Election. The officers of the corporation shall be elected by the Board of Directors soon after the regular annual meeting of the Board of Directors by a majority vote. Nominations, by the candidate or otherwise, may be submitted to the President prior to the meeting. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Term of Office. Each officer shall hold terms as follows: President (2-year term); Secretary (2-year term); Treasurer (2-year term); APHA Delegate (term consistent with national APHA delegate guidelines); President-Elect (1-year term); Immediate Past President (1-year term). Each officer shall hold office for a maximum of two (2) consecutive terms, provided, however, the President, President-Elect, and Immediate Past President shall hold office for a maximum of one (1) term.

Section 4. President. The President shall preside over the Board of Directors and shall preside at all meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws or the Board of Directors

Section 5. President-Elect. A President-Elect shall preside at meetings of the Board of Directors in the President's absence. A President-Elect shall do and perform such other duties and responsibilities as are usually incident to the President's office when the President is unable to perform such duties or as may from time to time be assigned by the Board of Directors or as may be provided in these Bylaws.

Section 6. Immediate Past President. The Immediate Past President shall serve in an advisory capacity to the President and in general, to the Board. The Immediate Past President shall have such other duties and responsibilities as may be assigned to them by these Bylaws or the Board of Directors.

Section 7. Secretary. It shall be the duty of the Secretary to keep an accurate record of accounts and proceedings of all Directors' and Members' meetings; give all notices required by

law, by the Board of Directors, by the Articles of Incorporation, or by these Bylaws; and assist in keeping the books of account of the corporation and its correspondence. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 8. Treasurer. The Treasurer shall have custody of the corporation's funds; keep full and accurate accounts of all receipts and disbursements of the corporation, an inventory of assets, and a record of the liabilities of the corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors, disburse the funds of the corporation as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President, or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 9. APHA Delegate. The APHA Delegate shall represent PHAN on the APHA Governing Council. The Board of Directors may also appoint an APHA Alternate Delegate, if desired, to serve in the absence of the APHA Delegate.

Section 10. Removal; Resignation. The Board of Directors, by a majority vote of the Directors at any meeting, may remove from office any officer or subordinate officer of the corporation, and at any meeting may accept the resignation of any officer of the corporation.

Section 11. Vacancies. Any vacancies occurring in the office of President, President-Elect, Immediate Past President, Secretary, Treasurer, or APHA Delegate by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Board of Directors at a special meeting called for such purpose.

ARTICLE V MEMBER MEETINGS

Section 1. Annual Meetings. A regular annual meeting of the Members shall be held at the time and place each year determined by the Board of Directors, for the purpose of electing Directors and providing an annual update on the affairs of the organization to the membership. Notice of any annual meeting shall be given at least thirty (30) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Member at the Member's address as shown by the records of the Corporation.

Section 2. Special Meetings. Special meetings of the Members may be called by resolution of the Board of Directors or at the request of ten percent (10%) of the Members eligible to vote. Notice of any special meeting shall be given at least ten (10) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Member at the Member's address as shown by the records of the Corporation.

Section 3. Quorum. At all meetings of Members, 15 percent of the Members eligible to vote, present in person or by proxy, shall constitute a quorum for the transaction of business. In

the absence of a quorum, the Members present may adjourn the meeting from time to time without further notice. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 4. Manner of Acting. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the Members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote.

Section 5. Notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed given upon delivery.

Section 6. Waiver. Any Member may waive notice of any meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Meeting by Remote Communication. Members may participate in a regular or special meeting of the Members or conduct the meeting through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. Proxy. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize an officer of the Corporation to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation or, upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting

Section 9. Action by Written Ballot. Any action required or permitted to be taken by the members at a meeting may be taken without a meeting by written ballot pursuant to the provisions of Section 21-1958 of the Act. Such ballots shall set forth each proposed action and provide an opportunity to vote for or against such proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements, (2) state the percentage of approvals necessary to approve each matter other than election of directors, (3) specify the time by which a ballot must be received by the Corporation

in order to be counted, and (4) may not be revoked. Such ballots may be delivered and cast by electronic means.

Section 10. Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by eighty percent (80%) of the Members. Such consent may be written or electronic. If consent is electronic it must be able to be reasonably determined to have been sent by the Member.

ARTICLE VI DIRECTORS

Section 1. Term of Office. Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such Director's death, resignation, or removal. Directors may serve a maximum of two (2) consecutive terms (total of six (6) consecutive years). A Director may be removed by a vote of the Board of Directors, not including the Director to be removed, upon more than three (3) consecutive absences from meetings of the Board of Directors without good cause.

Section 2. Number. The number of voting Directors on the Board of Directors shall not be less than thirteen (13) and no more than nineteen (19). In addition, there shall be as many *ex officio* nonvoting Directors on the Board of Directors as the voting Directors shall determine from time to time and as outlined in policy. *Ex officio* Directors shall be entitled to attend meetings but shall have no voting rights.

Section 3. Meetings by Remote Communication. Directors may participate in a regular or special meeting of the Board of Directors or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held quarterly at a time and place designated by the Board via notice.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President at the request of a majority of the Board of Directors.

Section 6. Election. To become a Director, a person shall be elected at the annual meeting of Members for the election of Directors by a plurality of votes. A list of nominees shall be given to all Members at least thirty (30) but not more than forty-five (45) days prior to the annual meeting.

Section 7. Quorum. No less than one-half of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Notice. Notice of any special meeting shall be given at least three (3) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Director at the Director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed given upon receipt of confirmation by the sender. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and shall serve until the next annual meeting of the Members or until such director's successor is elected or appointed and qualified. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors at an annual meeting or at a special meeting called for that purpose.

Section 11. Action Without a Meeting. Whenever the vote of the Board of Directors at a meeting thereof is required to be taken in connection with any corporate action, the meeting of Directors may be dispensed with and the corporate action may be carried forward if each Director consents in writing to such action and if all such consents are filed with the Secretary.

ARTICLE VII SECTIONS

Section 1. Establishment. The Board of Directors may establish as many Sections representing certain areas of public health or other areas of common interest as it may deem desirable or necessary from time to time.

Section 2. Termination. The Board of Directors may terminate a section by a two-thirds (2/3) vote of the Board as it may deem desirable or necessary from time to time.

Section 3. Chairperson. Each Section may appoint a Chairperson, to serve for a period of two (2) years, who shall serve as an *ex officio* nonvoting member of the Board of Directors. Each Chairperson may serve a maximum of two (2) consecutive terms (total of four (4) consecutive years). A Chairperson may be removed by a vote of the members of the applicable Section. The Chairperson shall report to the Board of Directors on an annual basis regarding the activities of the Section.

**ARTICLE VIII
COMMITTEES**

Section 1. Committees of the Board of Directors. The Board of Directors shall have full power to constitute such committees as it deems necessary or desirable to advise or assist it in the transaction of the business of the corporation. At least two (2) Directors shall serve on each committee. The remaining members of each Committee of the Board of Directors shall include two or more Directors, who shall serve at the pleasure of the Board of Directors. Each such committee shall have only that authority and responsibility which is expressly delegated to it by the Board of Directors at the time the committee is organized or from time to time thereafter.

Section 2. Executive Committee. The Executive Committee shall be comprised of the President, President-Elect, Immediate Past President, Secretary, Treasurer, and APHA Delegate.

Section 3. Finance Committee. The Finance Committee shall be comprised of the Treasurer, President and other members as appointed. The Finance Committee shall oversee the budget, expenditures, and financial statements of PHAN and shall report to the Board of Directors.

**ARTICLE IX
FISCAL YEAR**

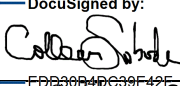
The fiscal year of the corporation shall end on December 31 of each year hereafter.

**ARTICLE X
AMENDMENT OF BYLAWS**

The Bylaws may be amended by resolution of the Board of Directors, adopted by vote of a majority of the Directors in office at the time the amendment is adopted, or by unanimous written consent of the Board of Directors.

We hereby certify that the above and foregoing Bylaws were adopted by written consent of the Board of Directors.

Dated October 11, 2019.

DocuSigned by:

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[Name] Svoboda, President

DocuSigned by:

3A94C0E5779F4B5...
[Name] Bockrath, Director

[Name], Director

The undersigned hereby certifies that the above and foregoing Bylaws were adopted by the Board of Directors of the Corporation on October 11, 2019, at a duly called and noticed meeting of the Board of Directors at which a quorum (107) was present.

DocuSigned by:
Susan E. Bockrath
By: 3A9A0D57070F433...
Secretary

DocuSigned by:
Colin S. ...
By: EDD30B4DC39E42F...
President