



Ohio Public Health Association

Bylaws

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Ohio Public Health Association Bylaws

ARTICLE I. NAME

The name of this Association, incorporated under the laws of the State of Ohio, is the Ohio Public Health Association, hereinafter referred to as the Association. The Association is the Ohio affiliate of the American Public Health Association (APHA).

ARTICLE II. MISSION

The mission of the Association is to be an inclusive voice for public health and enable the achievement of optimal health for all Ohioans.

To meet this mission, the Association shall:

- Advocate for just and equitable health policy at local, state and federal levels.
- Advance the knowledge of the public health work-force.
- Educate and engage the public on matters related to public health.
- Be recognized throughout the State of Ohio as a credible source and partner on public health matters.

ARTICLE III. MEMBERSHIP

The membership of the Association shall consist of the following categories: individual and organizational members. Other categories of membership may be created by the Governing Council.

Membership in the Association is open to individuals and organizations who share an interest in the mission of the Association. Criteria for acceptance as an individual or organizational member shall be determined by the Governing Council. The Governing Council shall define benefits for individual and organizational members.

Section 1. Individual Membership

An individual member shall be a person with an active interest in promoting the public's health through the vehicle of the Association.

- A. All individual members shall enjoy all privileges of membership as identified by Governing Council including, but not limited to, voting making motions, holding office and serving the Association in any capacity. It is the duty of the member to attend meetings and lend support to the Association.

Section 2. Organizational Membership

An organizational member shall be any public or private agency, association, corporation, citizen group or other organization with an active interest in promoting the public's health through the vehicle of the Association.

- A. An entity applying for agency membership shall submit information on its organization and/or other evidence of its qualifications as may be required by the Governing Council.
- B. Organizational membership approval shall be by a two-thirds vote of the Governing Council.

Section 3. Voting Privileges

Each member, regardless of membership category, is entitled to a single vote on all issues referred to the membership for a vote. An organizational member is entitled to a single vote by a person identified to the Association to be the organization's representative.

Section 4. Dues

A schedule of dues for all categories of membership shall be determined by a two-thirds vote of the Governing Council.

Section 5. Discontinuance of Membership

- A. Nonpayment of dues shall be cause for discontinuance of membership.
- B. If, in the opinion of the Governing Council, any member of the Association acts in such a manner as to reflect discredit upon the Association, or fails to uphold other standards as adopted by the Governing Council, membership with the Association may be terminated. Two-thirds vote from Governing Council shall be necessary for such action.

ARTICLE IV. EXECUTIVE BOARD

Section 1. Composition

The Executive Board of this Association shall include the President, the President-Elect, the Immediate Past President, the Treasurer and the Affiliate Representative to the Governing Council (ARGC). The Executive Director shall serve as a member of the Executive Board ex officio and without vote. The elected members of the Executive Board shall be known as the officers of the Association and shall have voting privileges.

Section 2. Terms of Office

- An elected member may serve two consecutive terms. The Immediate Past President may choose to run for a second term of President-Elect/President/Immediate Past President effective upon completion of his/her term as Immediate Past President.
- One year following the expiration of two consecutive terms must pass before an elected member may serve again on the Executive Board.
- Election to membership on the Executive Board shall terminate any other Association elective office, or any appointment by the Executive Board.
- Outgoing officers shall turn over all records and related materials to assure a smooth transition.

The following positions are elected members: President-Elect, Treasurer and ARGC. The President and Immediate Past President follow the succession plan.

- A. **PRESIDENT:** The President shall serve from July 1 in the year in which his/her term as President-Elect expires to the following June 30.
- B. **PRESIDENT-ELECT:** The President-Elect shall serve from July 1 in the year in which he/she is elected to the following June 30, when he/she shall automatically become President. In case of the inability of the President to complete his/her term for any reason, the President-Elect shall at once succeed to the duties of President, filling the unexpired term of the predecessor and his/her own term consecutively.
- C. **IMMEDIATE PAST PRESIDENT:** The Immediate Past President shall serve from July 1 in the year in which his/her term as president expires to the following June 30.
- D. **TREASURER:** The Treasurer shall serve a two-year term from July 1 in the year in which he/she is elected to June 30 in the year in which his/her term expires.
- E. **ARGC:** The ARGC shall serve a three-year term from the conclusion of the APHA annual meeting in the year in which he/she is elected to conclusion of the APHA annual meeting in the year in which his/her term expires.

Section 3. Vacancies

A vacancy occurring among the elected members of the Executive Board shall be filled by a two-thirds vote of the Governing Council to fill the unexpired portion of the term.

Section 4. Responsibilities

- A. **PRESIDENT:** The President shall be the chief executive officer of the Association. The President shall preside over all meetings of the membership and at all meetings of the Executive Board. The President, upon approval of the Executive Board, shall sign on behalf of the Association all contracts and other instruments binding on the Association.
- B. **PRESIDENT-ELECT:** The President-Elect shall assume and perform the duties of the President if the President is absent or not able to perform the President's responsibilities.
- C. **IMMEDIATE PAST PRESIDENT:** The Immediate Past President shall perform the duties of the President-Elect if the President-Elect is absent or not able to perform the President-Elect's responsibilities.
- D. **TREASURER:** The Treasurer shall provide oversight to all Association accounting. The Treasurer shall make accounting reports available to the Governing Council and membership as necessary. The Treasurer shall also serve as a back-up to the Executive Director as a signatory for all OPHA accounts.
- E. **ARGC:** The ARGC shall assist the Association President in disseminating information received from APHA to the Governing Council and vice versa. The ARGC is to represent the Association as an informed voice, on the APHA Governing Council, and is responsible for maintaining liaison with the ARGC's of other affiliates. The ARGC is expected to assist the Association President and the Association in supporting and stimulating the APHA/Affiliate relationship.

The Governing Council shall determine additional Executive Board member responsibilities as outlined in the position descriptions and the Policy and Procedure Manual of the Association.

Section 5. Functions

The Executive Board shall have the following powers and duties:

- A. To act as the Trustee of the Association's properties.
- B. To carry out the policies of the Governing Council between meetings of the latter and to exercise all the powers of the Governing Council in the management and direction of the business and professional activities of the Association in all cases in which specific directions have not been given by the Governing Council, during intervals between meetings of the Governing Council.
- C. At the annual meeting, or at the first Governing Council meeting following the annual meeting, the Executive Board shall provide an overview of the work, the accomplishments, and the financial status of the Association during the preceding year
- D. To evaluate the performance of paid staff.

Section 6. Meetings

The Executive Board shall meet at least eight times a year.

Section 7. Quorum

A quorum of the Executive Board shall consist of a majority of voting members.

ARTICLE V. GOVERNING COUNCIL

Section 1. Composition

There shall be a Governing Council which shall consist of voting and nonvoting members as follows:

- A. The voting members shall be:
 1. The Executive Board, except for the Executive Director
 2. Six (6) representatives known as "members-at-large"
 3. Chair of each Section or their designee
- B. No Governing Council member may hold more than one voting membership on the Governing Council. Voting members who concurrently hold positions that also give them ex officio non-voting Governing Council Membership shall retain their voting privileges.
- C. The ex officio members without vote:
 1. Executive Director
 2. Ohio Department of Health Public Health Advisory Executive Board Representative
 3. Past-Presidents of the Association, except the Immediate Past President who is a voting member of the Executive Board and thus a voting member of the Governing Council
 4. One student representative
- D. All members of the Governing Council shall be individual members of the Association.

Section 2. Terms of Office

Members-at-large elected by the membership shall be elected to three year terms and shall not be eligible to serve in that capacity for at least one year after expiration of two consecutive terms. Terms of members-at-large shall begin on July 1 in the year they are elected and shall terminate on June 30 during the year in which their term expires.

The Chair from each Section shall be elected to one-year terms and shall not be eligible to serve in that capacity for at least one year after expiration of three consecutive terms.

The Student Representative is an appointed member of the Governing Council and shall serve as such for one year. The Student Representative may serve two consecutive terms. Terms of Student Representatives shall begin on July 1 in the year they are appointed and shall terminate on June 30 during the year in which their term expires.

Section 3. Vacancies

Any member-at-large vacancy occurring during the interim between elections shall be filled by Governing Council election. A Governing Council member so elected or appointed shall serve for the unexpired term of the predecessor in office. Thereafter, that Governing Council member is eligible for election to two consecutive terms.

Section 4. Officers

The Executive Board shall be the officers of the Governing Council. The President shall preside at all meetings of the Governing Council and shall perform such other duties as custom and parliamentary usage require. In the absence of the President, the President-Elect or Immediate Past President shall preside in this order.

Section 5. Quorum

A quorum of the Governing Council shall consist of a majority of voting members.

Section 6. Meetings

Meetings of the Governing Council shall be called by the President, or at the request in writing of two-thirds of voting members. In the latter case, the call to the meeting should be issued at least twenty days in advance of the meeting and shall state the purpose for which it is called. The Governing Council shall meet at least four times a year.

Section 7. Responsibilities

The Governing Council shall determine additional Governing Council member-at-large responsibilities as outlined in the position descriptions and the Policy and Procedure Manual of the Association.

Section 8. Functions

The functions of the Governing Council shall be:

- A. To amend the bylaws of the Association

- B. To establish operating policies and procedures for the Association and any unit thereof
- C. To guide the Executive Board
- D. To approve a schedule of dues for Association membership
- E. To establish or discontinue Sections of the Association; to create or approve guidelines for Section operation
- F. To approve the establishment of standing committees
- G. To appoint special Association committees, workgroups, and/or taskforces
- H. To approve formation of Special Interest Groups and Forums, and to recognize Caucuses
- I. To receive and act upon reports or recommendations from any unit of the Association
- J. To review the annual report prior to the annual meeting
- K. To establish policies outlining the position of the Executive Director and other persons in such positions as the Governing Council deems necessary to establish or carry out its duties and functions
- L. To approve the budgets for the Association
- M. To approve organizational members other than state or local health departments

Section 9. Removal of Executive Board and Governing Council Members

An Executive Board or Governing Council member may be removed from their position by a two-thirds vote of the Governing Council members. Members may be removed for the following reasons:

- The member has two consecutive unexcused absences from regularly scheduled Executive Board or Governing Council meetings or
- The member fails to perform the duties as an Executive Board or Governing Council member as outlined in these bylaws, in the position descriptions, or in the Association's Policy and Procedure manual.

Efforts will be made by the Executive Board to contact the member to determine if removal is warranted prior to a vote by the Governing Council. If the Governing Council votes to remove a member, a written notice will be sent to the member indicating the reason for removal and the date removal from the Governing Council is effective. The Governing Council shall have the power to make appointments to fill vacancies. The balance of the unexpired term shall be filled by election.

Section 10. Nominations

- A. There shall be a Committee of the Governing Council to be known as the Nominating Committee, led by the Immediate Past President.
- B. Not less than sixty (60) days prior to the annual meeting, the Nominating Committee shall submit to the Governing Council, either by mail or electronic transmission, the name(s) of one or more nominees for each of the upcoming vacancies among the elected members of the Executive Board and Governing Council. All nominees shall be selected from among the individual members of the Association.

- C. The Governing Council will approve the slate of nominees and transmit the slate to the entire membership for a vote not later than forty-five (45) days prior to the annual meeting. Voting shall be by ballot that may be hard copy or in electronic format.
- D. Election shall be by majority vote, except that whenever there are more than two nominees for any position, the person receiving the largest number of votes shall be declared elected. In the event that a slate of nominees is presented to fill more than one identical position (e.g., member-at-Large) those receiving the largest numbers of votes shall be declared elected. Whenever there is a tie between two or more candidates which makes it impossible to determine either the election or the order or precedence between them, a second or successive ballot shall be taken to break the tie between the tied candidates.

ARTICLE VI. STANDING COMMITTEES

Standing Committees are those committees which are necessary for the continuing effective operation of the Association and which are charged with responsibilities for internal organizational, structural, and/or administrative affairs of the Association. The Governing Council shall establish and shall prescribe the responsibilities and size of the standing committees of the Association. The Governing Council shall oversee the creation and maintenance of standing committees.

ARTICLE VII. SECTIONS AND AFFILIATED GROUPS

As outlined in the Policy and Procedure Manual of the Association, the Governing Council shall determine policies outlining the composition, function and duties of Sections, Special Interest Groups, Forums and Caucuses, and shall make appointments to outside advisory board as requested.

ARTICLE VIII. FINANCES

- A. All funds received by the Association shall be deposited promptly in such accounts as may be approved by the Governing Council. The Executive Board may give signatory powers to others responsible for the finances of the Association.
- B. The financial records of the Association shall be independently reviewed annually by certified public accountants.
- C. All individuals having access to the Association's assets and/or accounting records shall be covered by a fidelity bond to be purchased by the Association.
- D. The Treasurer shall monitor the financial affairs of the Association and shall report on the financial status at all regular meetings of the Executive Board and the Governing Council.
- E. The Association's fiscal year shall be July 1 to June 30.

ARTICLE IX. PUBLICATIONS

All publications of the Association shall be issued under the direction of the Governing Council.

ARTICLE X. ANNUAL MEETING

There shall be one general meeting of the Association, to be known as the annual meeting, which shall be held each year at a time and place designated by the Governing Council. The Governing Council may, however, determine by voting at a regular meeting or by ballots cast by mail or by electronic transmission, that the annual meeting for a stated calendar year shall not be held; and provided further, that in case of great public health emergency the Governing Council may defer any annual meeting for a period not to exceed three months. Special meetings of the Association may be called by a majority vote of the Governing Council, the Executive Board, or the Association.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of the Robert's Rules of Order Newly Revised are the accepted parliamentary authority of the Association and its constituents. These rules shall govern in all cases to where they are applicable and where they are not inconsistent with these bylaws and any special rules of order that the Association may adopt.

ARTICLE XII. AMENDMENTS

These bylaws may be amended by a majority vote of the Governing Council. Governing Council members shall be given notice of at least 20 days prior to needed vote. Unless a member requests a paper copy, all material will be distributed electronically and voting will be conducted electronically.

ARTICLE XIII. INDEMNIFICATION

The Association may, by action of the Governing Council, provide for indemnification by the Association of any and all of its Governing Councilors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Governing Councilors of the Governing Council, except in relation to matters as to which such Governing Council member shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.