

# **OKLAHOMA PUBLIC HEALTH ASSOCIATION**

## **BYLAWS**

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*revised 05/09/2014*  
*revised 09/27/2017*

# Oklahoma Public Health Association

## **Bylaws**

### **PREAMBLE AND PURPOSE**

The Oklahoma Public Health Association is organized to assist in protecting and promoting public health, to provide for scientific advancement with the enlightenment of its members through the exchange of information, ideas, and experiences, and to advance the public health agenda in the State of Oklahoma.

Members of the Association use policy and environmental change to: move into the arena of healthy public policy, and to advocate a clear policy commitment to health and equity in all sectors; to counteract the pressures towards harmful products, resource depletion, unhealthy living conditions and environments, and bad nutrition; and to focus attention on public health issues to respond to the health gap within and between populations and to tackle the inequities in health produced by the rules and practices of our society. The Association will work with other sectors, other disciplines and with people themselves, to recognize health as a major social investment.

The Association is organized exclusively for educational, scientific, and charitable purposes, as required by 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (Internal Revenue Code) and the regulations promulgated hereunder as they now exist or as they may be hereafter amended.

### **ARTICLE I – NAME**

The name of this organization shall be the Oklahoma Public Health Association and in these Bylaws may be referred to as the Association or OPHA.

### **ARTICLE II – MEMBERSHIP**

1. Application for Membership. Application for membership in this Association shall be open to all individuals and corporations, businesses, agencies, and organizations who support the purpose of OPHA and who pay the annual dues for the prescribed “class of membership” as set by the Board of Directors.

2. Classes of Membership. There shall be six classes of membership: regular, student, sustaining, honorary, retired and corporate.

a. Regular Member. A regular member is any person professionally engaged, or actively employed, in any branch of public health, or any person who is actively interested in public health in Oklahoma.

b. Student Member. A student member shall be defined as any person attending an accredited two-year or four-year college or university on a full-time basis, including graduate and doctoral students.

c. Sustaining Member. A sustaining member is a person professionally engaged in, actively employed in, or interested in the public health of Oklahoma, who contributes additional financial support to the Oklahoma Public Health Association, and who is elected a sustaining membership by a majority vote of the Board of Directors. The names of sustaining members will be displayed in the printed program for the Association's Annual Conference.

d. Honorary Member. An honorary membership may be conferred on any person who has rendered distinguished service in public health and has been approved by a majority vote of the Board of Directors.

e. Retired Member. A retired member shall be defined as a person who was, at one time, engaged in any area of public health either professionally or voluntarily; however, is no longer engaged or employed in public health on a full-time basis.

f. Corporate Member. A corporate membership may be conferred on any organization engaged in some facet of public health or interested in the public health of Oklahoma and approved by a majority vote of the Board of Directors. Following approval by the Board, each participating full-time employee must complete an application to be considered an OPHA member. The name of the corporate member will be displayed in the printed program for the Association's Annual Conference.

### **ARTICLE III – MEETING OF MEMBERSHIP**

1. Annual Membership Meeting. The Board of Directors shall set the date, time, and place of the regular annual membership meeting.

2. Special Meetings. The President, the Executive Committee or a majority of the Board of Directors may call special meetings. A petition signed by ten percent of the current membership may call a special meeting.

3. Notice. Notice of each meeting shall be given to current membership by mail or electronic means, not less than 30 days prior to the meeting. Such notice shall state the reason(s) for the meeting and the business to be transacted. No other business but that specified in the notice may be transacted at such meetings without the unanimous consent of all members present at the meeting.

4. Quorum. A quorum shall consist of 10 percent or greater of the current membership.

### **ARTICLE IV – BOARD OF DIRECTORS**

1. Duties. The Board of Directors shall have the control and management of the affairs and business of the organization. The Board of Directors may adopt policies, rules, and/or procedures to govern the administration of the Association and review annually the Policies and Procedures Manual.

2. Size. The number of Directors, who shall constitute the Board, shall equal not fewer than 9 or more than 15.

3. Composition and Terms. All Directors are eligible for serving subsequent terms. The Board of Directors shall be composed of the following voting members:

a. Officers.

President. The term of office of the President shall be for one year. The President shall be the executive officer of the Association, shall appoint any committees or chairs that become vacant and shall preside at the Annual Conference, special meetings of the Association, and all sessions of the Board of Directors. The Board of Directors must ratify all positions appointed by the President. He/she shall have signature authority.

- i. President-elect. The President-elect shall serve a term of one year at which time he/she will automatically become President. The President-elect shall serve on such committees as described in the Policy and Procedures Manual, and perform such other tasks as may be assigned to him/her by the President. He/she shall have signature authority.
- ii. Secretary. The term of office of the Secretary shall be for two years. The Secretary shall be responsible for the minutes and transactions of the Annual Conference, special meetings of the Association, and meetings of the Board of Directors. He/she shall inform all members of the time, place and agenda of regular and special meetings of the Association. He/she shall maintain all records, other than fiscal, of the Association.
- iii. Treasurer. The term of office of the Treasurer shall be for two years. The Treasurer shall have the responsibility for all monies and securities of the Association, shall supervise the maintenance of the Association's regular books of account, funds and property, and shall make an accounting of receipts and disbursements at each Board of Directors meeting and at the Annual Conference or on the date of his/her resignation as Treasurer. The Treasurer shall chair the Finance Committee and shall have check signature authority.

b. Immediate Past President. The term shall be one year.

c. Members-at-Large. Two at-large members shall be elected by the membership at the annual meeting. The term shall be two years with members elected on alternate years. One Member-at-Large serves as the Chair of the Board Governance Committee and the other Member-at-Large serves as the Chair of the Membership Retention & Recruitment Committee. The Membership Retention & Recruitment Committee Chair is the Alternate Delegate to the APHA Governing Council.)

d. Section and Caucus Representatives. Two section and caucus representatives shall be elected by the membership at the annual meeting. The term shall be one year with members elected at each annual meeting.

e. American Public Health Association (APHA) Representative to the Governing Council (ARGC). One ARGC shall be appointed by the President. The term shall be three years and may serve more than one term. APHA Affiliation: An APHA Representative to the Governing Council (ARGC) of the American Public Health Association (APHA) shall be elected to represent the Association in APHA.

f. Chairs.

- i. Student Caucus Chair. The Student Caucus Chair also serves as the Student Liaison to APHA. The term shall be one year with the Student Caucus membership electing the Chair at the annual Student Caucus meeting.
- ii. Membership Retention & Recruitment Committee Chair. This position is appointed by the President for a term of one-year. The Committee Chair is the Alternate Delegate to the APHA Governing Council.
- iii. Public Policy Committee Chair. This position is appointed by the President for a term of one-year.
- iv. Resource and Development Committee Chair. This position is appointed by the President for a term of one year.

4. Qualifications of Board of Directors. In order to be eligible to serve on the Board of Directors, a person must have been a member of the Association for the entire previous membership year.

5. Board Meetings.

a. Annual meeting. An annual meeting of the Board of Directors shall be held at the annual conference.

b. Regular meeting. At least four other regular Board meetings shall be held throughout the year as determined by the Board of Directors.

c. Absences. Board members who plan to be absent for the annual or regular meetings must complete and submit a Board Report to the Secretary no later than one day prior to the meeting. The report must include the following information:

- i. Board Position, Section, Caucus or Committee
- ii. Person Submitting Report
- iii. Date Submitted
- iv. Progress Report
- v. Anticipated Plans
- vi. Action Required by the Board

6. Quorum. A quorum shall consist of the majority of the filled positions of Board of Directors. Vacancies will not count against a quorum.

7. Conflict of Interest. All members of the Board of Directors shall disclose any financial or other relationship with another agency or organization which may create conflict of interest with the purposes, activities, or management of the Association by reviewing and signing the Conflict of Interest policy annually.

## **ARTICLE V - VACANCIES AND REMOVAL**

1. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a two-thirds vote of the Board of Directors for the unexpired portion of the term or appointed by the President, as specified by the By-Laws.

2. Removal. Any member of the Board of Directors may be removed by a two-thirds vote of all members of the Board of Directors.

## **ARTICLE VI – ELECTIONS AND VOTING**

1. Voting Eligibility. All members of the Association are eligible to vote.

2. Time and Place. The election of Officers shall occur at the Annual Meeting.

3. Slate of Nominees. At the Annual Meeting, officers, A Member-at-Large and Section/Caucus Representatives, shall be elected from the slate proposed by the Board Governance Committee.

4. Nominations. Thirty days prior to the Annual Meeting, the Board Governance Committee shall present the slate of nominees to the Membership.

5. Method of Voting. Voting may take place electronically but all members must have an opportunity to submit a paper ballot if so desired.

## **ARTICLE VII – COMMITTEES**

1. Executive Committee.

a. Composition. The Executive Committee shall be composed of the President, President-elect, Treasurer, Secretary, and American Public Health Association (APHA) Representative to the Governing Council (ARGC).

b. Duties. The Executive Committee has the authority to conduct Association business between regularly scheduled meetings and the committee's actions shall be reported at the next meeting of the Board of Directors.

2. Board Governance Committee.

a. Composition. One of the Members-at-Large shall serve as Chair of the Board Governance Committee. The Board Governance Committee shall be composed of not fewer than five (5) members appointed by the President for a one-year

term with the concurrence of the Board of Directors and shall not include more than two (2) current Directors.

c. Duties. It shall be the duty of the Board Governance Committee to solicit member nominations, identify qualified candidates and prepare a slate of nominees. The Board Governance Committee shall be responsible for providing Board orientation and training, monitoring the performance of the Directors and making recommendations to the Board of Directors.

### 3. Finance Committee.

a. Composition. The Finance Committee shall be composed of the Treasurer, President-elect and three other members appointed by the President.

b. Duties. It shall be the duty of the Finance Committee, in conjunction with OPHA staff, to prepare an annual budget, make arrangements for audits and conduct additional financial management duties.

### 4. OPHA Conference Planning Committee.

a. Composition. The OPHA Conference Planning Committee shall consist of the OPHA Conference Planning Chair (appointed by the President), the President-elect, Section Caucus Chairs and other members appointed by the OPHA Conference Planning Chair.

b. Duties. It is the duty of the OPHA Conference Planning Committee to plan the Annual Conference of the Association.

### 5. Membership Retention and Recruitment Committee.

a. Composition. The Membership Retention & Recruitment Committee is comprised of the Chair and one representative from each of the OPHA Sections.

b. Duties. It is the duty of the Membership Retention & Recruitment Committee to recommend policies, procedures, initiatives and strategies to enhance and assure a growing and vital OPHA membership organization, both numerically and qualitatively.

### 6. Public Policy Committee.

a. Composition. The Chairperson is appointed by the President for a one-year term. The Chairperson shall appoint a Vice Chairperson and other members as needed.

b. Duties. It is the duty of the Public Policy Committee to identify and prioritize relevant public health issues and build strategic relationships with public officials, nonprofit colleagues and other sectors in order to develop strategies and operational plans for implementation.

### 7. Resource and Development Committee.

a. Composition. The Chairperson is appointed by the President for a one-year term. The Chairperson shall appoint other members as needed.

b. Duties. It is the duty of the Resource and Development Committee to generate the necessary funds and revenue stream to support OPHA's specific needs and initiatives by planning and implementing public health related fundraising events, programs and mini-conferences.

8. Other Committees. Such other committees, standing or special, shall be appointed by the President of the Association or the Board of Directors to carry on the work of the Association. Committee chairs will serve a term of one year. The President shall be an ex officio member of all committees, except the Board Governance Committee.

## **ARTICLE VIII – SECTIONS AND CAUCUSES**

### **1. Definitions.**

a. Section. A Section represents an area of professional interest of the members.

b. Caucus. A Caucus is a group of members who coalesce around a specific issue and pursue a desired result within the Association.

2. Organization. The Board of Directors shall approve each Section or Caucus and it shall have at least ten members at the time of organization to be recognized as an official section or caucus. Each Section or Caucus shall elect its own officers including a chair. The chair shall preside at all meetings of the Section or Caucus and shall relay any issues and/or concerns to one or both of the Section and Caucus Representatives.

3. Application. An application for establishing a new Section or Caucus shall be submitted to the Board of Directors. The application shall include the proposed name of the Section or Caucus, the names of at least ten members who want to be members of the Section or Caucus and the professional interest or issue identification for the Section or Caucus.

4. Dissolution. If a Section or Caucus fails to conduct Section meetings or programs at the Annual Conference for two consecutive years, the Board of Directors may recommend the dissolution of the Section or Caucus.

5. Name Change. Name changes for Sections or Caucuses should be submitted to the Board of Directors for action.

## **ARTICLE IX – FISCAL RULES**

1. Fiscal Year. The Board of Directors shall establish the fiscal year of the Association. As such, the Board has established the OPHA fiscal year to run from the close of the Association's Annual Conference to the close of the next year's Annual Conference in line with the terms of office of the Officers of the Association, specifically the Treasurer.

2. Audit. Such person(s) or organization(s) as selected by the Board of Directors shall audit the financial records of the Association on an annual basis.

3. Prohibition against Private Inurement. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, directors, or other private persons, except that the Association shall be authorized to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. Allowable expenses for Association business may be reimbursed in accordance with Association policy and procedures.

4. Dues. The Board of Directors may assess membership dues.

#### **ARTICLE X – INDEMNIFICATION CLAUSE**

All members of the Association Board of Directors or committees appointed according to these Bylaws, and other employees determined by the Board of Directors to be so entitled, shall be entitled as of right to indemnification by the Association against all expenses (including attorney's fees), judgments, claims and amounts paid in settlement arising from any claim, or proceeding relating to his or her status as such board or committee member, officer, or employee of the Association, to the fullest extent now or hereafter permitted by the Articles of Incorporation of the Association, the laws of the State of Oklahoma, and these Bylaws. With respect to any criminal action or proceeding, he or she shall not be entitled to indemnification by the Association if he or she engaged in unlawful conduct.

#### **ARTICLE XI – AMENDMENTS**

These Bylaws may be amended by a majority of the current Association members who voted. Bylaws amendments must be submitted in writing to the Board of Directors and to the membership at least 30 days prior to the vote. The current Association membership may vote electronically on Bylaws amendment's but all members must have an opportunity to submit a paper ballot if so desired.

#### **ARTICLE XII – EXEMPT ACTIVITIES**

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and the Association shall not participate in any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **ARTICLE XIII – DISSOLUTION**

Upon the dissolution of the Association, its assets remaining after payment or provision for payment, of all debts and liabilities of the Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Oklahoma.

Amended by a majority vote of the OPHA membership on September 27, 2017.