

MICHIGAN PUBLIC HEALTH ASSOCIATION
BYLAWS
Revised 4/2011

ARTICLE I - NAME

1. Name: This organization shall be known as the Michigan Public Health Association, a nonprofit corporation incorporated in the State of Michigan.

ARTICLE II - PURPOSES

2. The purposes of this Association shall be:
 - Promote public health policies across Michigan
 - Join with others in conducting or sponsoring research in public health and allied fields
 - Promote the development and improvement of programs to achieve a healthy environment
 - Promote, encourage and assist in continuing education endeavors in the public health field
 - Promote dissemination of public health research and best practices

ARTICLE III – MEMBERSHIP

3. Classes: The membership of the Association shall be divided into seven classes: Active, Student, Retiree, Supporting, Lifetime, Distinguished and Honorary.
 - 3a. Active: Any person interested in the purposes of the Association is eligible for active membership. Active members shall be entitled to all membership privileges, including the right to vote, to hold office, or to receive appointment to a committee.
 - 3b. Student: Any student enrolled at least half time in a program of study related to the purposes of the Association is eligible for student membership. Student members shall be entitled to the same privileges as active members.
 - 3c. Retiree: Any person who has retired from active public health practice and no longer derives significant income from public health related activities is eligible for retiree membership. Retired members shall be entitled to the same privileges as active members.
 - 3d. Supporting: Any corporation or organization interested in supporting the mission of the Association is eligible for membership. Supporting members are entitled to receive publications of the Association, and a listing in the annual meeting program. Supporting members shall be entitled to the same rights and privileges as active members. The organization providing supporting membership will designate the person eligible to vote on behalf of the organization. The supporting members will each have 1 vote.
 - 3e. Lifetime: Any active member who wishes to pay in advance for lifetime membership.

Lifetime members shall be entitled to all membership privileges, including the right to vote, to hold office, or to receive appointment to a committee. Lifetime members may elect to pay the associated dues at once or may make equal payments annually over four years from the date of selecting this membership class. Lifetime members who fail to pay the requisite dues during the four year period will be permitted to return to active status and be responsible for the dues associated with the class on an annual basis. No refunds will be processed to lifetime members.

- 3f. Distinguished: any active member who has rendered long (≥ 20 years) and distinguished service to the Association may be elected to Distinguished Membership by a majority vote of the Board of Directors. Distinguished members shall be entitled to the same privileges as active members. They shall be exempt from the payment of Association and any applicable Section dues.
- 3g. Honorary: Any person who has made a significant contribution to the field of public health or rendered distinguished service to the Association may be elected to honorary membership by a majority vote of the Board of Directors. Honorary members shall be entitled to the same rights and privileges as active members with the exception of voting, holding office, and chairing committees. They shall be exempt from the payment of Association and any applicable Section dues. An honorary member may hold no other class of membership in the Association.
- 4. Admission: Admissions of all applicants for membership shall be in such manner as the Board of Directors may determine.
- 5. Disciplinary Procedure: Any member may be reprimanded, suspended, or expelled from membership or from office for just cause. Disciplinary action shall require a two-thirds ($2/3$) vote of the entire Board of Directors, provided that the opportunity for a hearing shall be given and shall occur only after said member has been given a copy of the charges against him/her together with sixty (60) days' notice in writing of the time and place of the hearing.
- 6. Resignation: Any member may resign from the Association by filing a written resignation with the President, but such resignation shall not entitle the member who has resigned to a refund of any dues.

ARTICLE IV - ORGANIZATIONAL STRUCTURE

- 7. Organizational Units: The Association shall include Officers, a Board of Directors, Sections, and Committees as specified in these Bylaws.

8. New Sections may be established by the Board of Directors upon:
 1. application for establishment, which shall include a statement of the needs and purposes for a new organizational unit by at least three active members of the Association; and
 2. recommendation by a member of the Board of Directors.
- 8a. Sections are not autonomous bodies and act within the confines of Association policy and Bylaws. Section governing policies and contractual agreements will be presented to the Board of Directors for review and approval. Each Section shall actively support the state level organization by representation on the Board of Directors.
- 8b. Sections may be dissolved by a majority vote of the Board of Directors whenever the purpose for establishment of the Section appears to have been accomplished and the Section is no longer needed, as attested to by the members of the Section.
9. Purposes of Sections: The purposes of Sections are:
 1. To provide professional and special interest groupings for members,
 2. To support the exchange of ideas, knowledge and skills among members with similar interests,
 3. To encourage the application of these ideas and skills to public health problems and programs,
 4. To implement the Association's stated policy positions.
- 9a. Sections: Each member of the Association may designate membership in any Section or be classified as a "member at large."
- 9b. A Section may establish additional dues chargeable to its members for support of its own program and awards, whenever approved to do so by the Board of Directors.
- 9c. Each Section shall elect a Chairperson, who shall represent the Section on the Board of Directors, and may elect whatever officers or Executive Committee it may deem appropriate.
- 9d. The Section Chair or Executive Committee may act for the Section in filling any vacancies which may occur in the offices or Executive Committee and may transact other business of the Section between Section meetings.

Any Section failing to elect its representative to the Board of Directors is in suspension status. Suspension status means relinquishment of the right to vote and be represented on the Board. The Board shall reinstate a Section in suspension status to its full rights upon election of a representative to the Board.
- 9e. A Section may hold meetings and conferences as it deems appropriate with section funds, either business meetings for the purpose of electing officers, meetings for program planning or meetings for transacting other business.

- 9f. Each Section shall address health matters affecting its particular discipline or area of specialization as it deems appropriate. It may propose action by the Association to the Board of Directors, and assist in implementing specific recommendations which have been approved by the Board.
- 9g. The Chairperson of each Section shall assist in implementing specific recommendations which have been approved by the Board and shall submit an annual written report of the Section's activities to the Newsletter Editor for publication, on a schedule agreed to by the Section Chairperson and the Newsletter Editor. The Chairperson of each Section shall submit in May of each year an annual report of Section activities to the President for inclusion in the Association's annual report.
- 10. APHA Affiliation: An MPHA Representative to the Governing Council (ARGC) of the American Public Health Association (APHA) shall be elected to represent the Association in APHA. The term of office of the Representative shall be three (3) years. The ARGC may stand for re-election. The representative shall be nominated by the nominations committee and voted by the membership during the regular election for officers.

ARTICLE V - OFFICERS

- 11. Officers: The officers of this Association shall be a President, President-elect, Past President, Secretary and Treasurer.
- 12. Qualifications: Any voting member shall be eligible to hold office in this Association. For the office of President-elect the candidate shall have served on the Board of Directors for at least one (1) year.
- 13. Nomination and Election: Nomination and election of a President-elect shall be in accordance with Article X. A Secretary and a Treasurer shall be elected from among the membership of the Association by a majority vote of the Board of Directors.
- 14. Term of Office: The term of office for the President and Immediate Past President shall be two (2) years. The term of office for the President-elect shall be one (1) year, where after he/she shall succeed to the office of President. The Secretary and Treasurer shall serve at the pleasure of the Board.
- 15. Duties: In addition to the rights and duties provided elsewhere in this Bylaws, or as custom or parliamentary usage may require, the officers have rights and duties respectively assigned them as follows:
 - 15a. President: The President shall preside at all meetings of the Board of Directors, shall act as the principal leader and representative of the Association and shall perform such other duties as the Board of Directors may assign.

- 15b. President-elect: The President-elect shall assume the duties of the President in the absence of the President, shall succeed to the office of President at the expiration of the President's term, or earlier should that office become vacant; shall serve as an ex-officio member of the Finance Committee; shall oversee the activities of committees; and shall perform such duties as the Board of Directors may assign.
- 15c. Immediate Past President: The Immediate Past President shall serve as the chair of the Elections and Nominations Committee; shall succeed to the Presidency in the absence of a President-elect and shall perform other duties as the board may assign.
- 15d. Secretary: The Secretary shall serve as secretary to the Board of Directors, shall provide or authorize such notices and correspondence as required, and shall perform such other duties as the Board of Directors may assign.
- 15e. Treasurer: The Treasurer shall serve as financial secretary of the Association and shall be responsible for the safekeeping of the funds of the Association and for the disbursement of funds on authorization of the Board of Directors; shall serve as a member of the Finance Committee; and shall perform such other duties as the Board of Directors may assign.
16. Vacancies: Vacancies in any elective office except the office of President-elect may be filled for the balance of the term thereof by action of the Board of Directors at any regular or special meeting. Should a vacancy occur in the office of the President-elect, a special election of the Association membership shall be held to fill the vacancy, unless a regular election is immediately due or in progress.

ARTICLE VI- BOARD OF DIRECTORS

17. Composition: The Board of Directors shall consist of: The officers of the Association named in Article V; ten (10) Directors-at-large elected from the membership; the Chairpersons of the Sections; and the Representative to the Governing Council of the APHA as voting members. Committee chairpersons, the Archivist, the MJPH editor, the IMPACT editor, the webmaster, the MALPH liaison, and the Executive Director shall be ex-officio members without vote.
18. Nominations and Election: Nomination and election of members to the positions of Directors-at-large shall be in accordance with Article X.
19. Terms of office: New officers shall assume their offices on July 1 of the year in which they are elected. Officers and ex-officio members shall serve terms concurrent with their offices. Directors-at-large shall serve for a term of two (2) years and may be reelected for two further terms. A Director-at-large who has served three (3) full terms shall not be eligible for reelection until at least one (1) year has elapsed from their prior service as a Director.

20. Duties: In addition to the rights and duties provided elsewhere in this Bylaws, or as custom or parliamentary usage may require, the Board of Directors shall be responsible for the management of the property, business and affairs of the Association. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.
21. A quorum of the Board of Directors shall consist of one-quarter (1/4) of the voting members of the Board. An affirmative vote by a majority of the quorum shall constitute action of the Board of Directors. A quorum once established shall continue until adjournment of the meeting, even if some members have left. Vacancies on the Board shall not be counted in establishing a quorum.
22. Meetings: The Board of Directors shall hold meetings at such time and at such place as shall be designated by the President, or upon petition by one-third (1/3) of the Board, but in no event shall there be fewer than four (4) meetings in any calendar year.
23. Voting: Voting rights of members of the Board of Directors shall not be delegated to another nor exercised by proxy except for Section Chairpersons, who may designate another Section member to serve as their proxy at meetings of the Board.
24. Voting by mail: Action taken by a mail ballot of the Board of Directors, in which a majority of the members of entire Board indicate in writing their votes, shall constitute a valid action if reported at the next regular meeting of the Board. Postal mail, Email and Fax documents shall all be considered as mail ballots.
25. Absence: The absence of any member of the Board of Directors from three (3) consecutive regular meetings of the Board without having first given notice to the President or Secretary shall constitute a resignation from the Board. The Board shall accept the resignation and declare the position vacant.
26. Vacancies: Any vacancy occurring on the Board of Directors between annual elections shall be filled by the Board except as otherwise provided. A member of the Board of Directors so elected to fill a vacancy shall serve until the next regular election. Any Section failing to elect its representative to the Board of Directors is in suspension status. Suspension status means relinquishment of the right to vote and be represented, and deletion of that position in establishing a quorum of the Board. The Board shall reinstate a section in suspension status to its full rights upon election of a representative to the Board.

ARTICLE VII - MEETINGS

27. Time of annual meeting: The Association shall hold an annual meeting. The definite length, time and place shall be determined by the Board of Directors.

28. Notice of meeting: Written notice stating the place, day, and hour of the annual meeting shall be emailed (followed up with postal mail if email address fails or no email address available) to the last known address of each member not less than thirty (30) days before the date of the meeting.

ARTICLE VIII - EXECUTIVE COMMITTEE

29. Composition: The Executive Committee shall be composed of the President, President-elect, Past President, Secretary, and Treasurer. The Executive Director is ex-officio to the Executive Committee and serves a staff to this body.
30. Authority and Responsibility: The Executive Committee shall be empowered to act between meetings of the Board of Directors, except it shall not modify any action taken by the Board. The Executive Committee shall submit a report of its decisions and actions at the next regular meeting of the Board of Directors.
31. Quorum: A majority of the voting membership of the Executive Committee shall constitute a quorum.

ARTICLE IX - COMMITTEES

32. Standing Committees: There shall be such standing committees as the Board of Directors deems necessary to carry on the work of the Association. These must include Bylaws, Elections and Nominations, and Finance.
33. Duties: The duties of Elections and Nominations, Bylaws, and Finance Committees shall include these stated tasks: the duties of other standing committees, when operational, may include the following:
 - 33a. Elections and Nominations Committee – as specified in Article X and also to count votes and report results of elections to the Board of Directors for dissemination to Association members.
 - 33b. Finance Committee - to prepare a proposed annual budget and present it to the Board of Directors not later than 31 days prior to start of fiscal year which begins in July of each year; assure the annual review of financial transactions and to develop recommendations for the management for funds. Membership on the Finance Committee is made up of the Treasurer, President-Elect, and Secretary.
 - 33c. Bylaws Committee: to review annually the Bylaws of the Association and make recommendations for any needed amendments; to receive from the Board of Directors suggestions for change, give these proper consideration and return them with recommendations; to prepare any necessary changes and submit them to the Board of Directors for action.
 - 33d. Archivist: to provide for the preservation of records, documents and executive reports

pertinent to the history of the Association.

- 33e. Public Policy/Legislation Committee -to review legislative proposals and other rules and regulations concerning public health; to mobilize and coordinate members for input of MPHA policy positions on public health issues; to provide expert testimony before appropriate legislative and decision-making bodies; and to work in concert with other public health organizations to achieve MPHA policy goals.
- 33f. Membership Committee - to foster the initial and continued affiliation of all persons eligible for membership in Active, Student, Retiree, Supporting, Lifetime, Distinguished, and Honorary membership classes.
- 33g. Newsletter Committee - to compile and distribute to all members a newsletter two (2) to four (4) times a year; to include in newsletters all reports and information specified in this Bylaws and other material as directed by the Board of Directors.
- 33h. Program Committee - to plan for conferences and other educational activities supported by the Association. Members to the Program Committee shall be appointed by the President with the approval of the Board of Directors.
34. Composition: Except as otherwise provided, the composition of committees shall be determined by the Board of Directors to insure representation of various Sections, disciplines and interests.
35. Members: Except as otherwise provided, committee participation is voluntary and open to members in good standing. Committee chairpersons must be approved by the Board of Directors.
36. Quorum: One-quarter (1/4) of the members of a committee shall constitute a quorum.
37. Meetings: Meetings of committees shall be called upon the request of the Chairperson, the President or the Board of Directors.
38. Reports: The Chairperson of each committee shall submit a written report of the year's activities to the Editor of the newsletter for publication in the Association's newsletter, on a schedule agreed to by the Chairperson and the Editor.
39. Vacancies: Appointments to fill vacancies occurring in committees shall be by the same procedure as the original appointment.
40. Ad Hoc Committees: The Board of Directors is empowered to create, combine, or dissolve committees, ad hoc committees, subcommittees, or task forces as it deems necessary.

ARTICLE X - ELECTIONS

41. Election and Nominations Committee: The Election and Nominations Committee shall consist of three (3) members, not more than two (2) from any Section. The Immediate Past President shall serve as Chairperson of the committee. If a vacancy occurs in any position on the Committee, the President, with the consent of the Board, shall appoint a successor to complete the term.
42. Candidates: Five (5) Directors-at-Large shall be elected annually by the membership.
43. Nominations: The Elections and Nominations Committee shall present a proposed slate of candidates at a Board of Directors meeting prior to the mailing date for ballots.
44. Compiling the slate: The Board of Directors shall review the report of the Elections and Nominations Committee for eligibility of candidates only and shall then submit the Election and Nominations Committee's complete list of eligible candidates to the membership. Candidates for office must be members of the Association in good standing. Supporting organizations designees are not eligible for office unless also an individual member. The Board of Directors may add to the candidate(s) for any office(s) in order to complete the slate of candidates can be submitted to the membership on a suitable ballot.
45. Petitions: Additional candidates for any elective office may be nominated by petition signed by not less than twenty-five (25) members; such petitions must be filed with the Secretary not later than sixty (60) days prior to the date election ballots are mailed.
46. Election: Election shall be by a plurality of the votes cast. In case of a tie, the election shall be decided by lot.
47. Voting: Voting shall be by email ballot (followed up with postal mail if email address fails or no email address available). Ballots shall be distributed to all members at a date falling between March 15 and May 15 each year. In order to be counted, a ballot must be returned by email or be received in the Association's offices by the date specified on the ballot, which shall be no earlier than twenty-one (21) days from the date ballots were sent.
48. Results: Results of the election shall be announced during a session of the Board of Directors and those persons having been elected shall assume office on July 1 of the year elected.

ARTICLE XI - FINANCES

49. Fiscal Year: The fiscal year of the Association shall be from July 1 through June 30.
50. Dues: Annual dues for all classes of membership shall be established by the Board of Directors. Dues shall be paid on a fiscal year basis. No dues shall be refunded to a member whose membership terminates for any reason.

51. Budget: The Board of Directors shall adopt in advance of each fiscal year an annual operating budget covering all activities of the Association.
52. Audits: The accounts of the Association shall be audited not less than every three (3) years and before a new Treasurer takes office, by an audit committee who shall be appointed by the Board of Directors, and who shall provide a written report to the Board of Directors.
53. Bonding: A surety bond shall be required at the discretion of the Board for officers or employees of the Association. The amount of such bonds shall be determined by the Board and the cost paid by the Association.
54. Liability: Except as otherwise provided by law, a director of the corporation is not personally liable to the corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as a director. (Refer to Article IX of the MPHA Articles of Incorporation)

ARTICLE XII - PARLIAMENTARY AUTHORITY

55. The current edition of Robert's Rules of Order governs this Association in all parliamentary situations that are not provided for in the law or its charter, Bylaws or adopted rules.

ARTICLE XIII - AMENDMENTS

56. Amendments: The power to amend the Bylaws is vested solely in the Board of Directors. A two-thirds vote (66.7%) of the votes cast shall be required to adopt any amendment, provided notice of the proposed amendment shall have been given to the members of the Board of Directors at least thirty (30) days prior to the respective vote on the proposed amendment. Votes may be cast either in person, mail or email.
57. Initiation: Proposed amendments may be initiated and presented to the Board of Directors by a petition of 15 members of the Association. The Bylaws Committee may initiate amendments following any review of the Bylaws. All such amendments must be presented to the Secretary at least sixty (60) days prior to the respective vote on the proposed amendment(s).

Approved _____ by action of the Board of Directors.