

**Bylaws of the  
American Public Health Association, Inc.**

**(As Amended by the Governing Council, June 22, 2009)**

<b>ARTICLE I. NAME.....</b>	<b>4</b>
<b>ARTICLE II. OBJECT. ....</b>	<b>4</b>
<b>ARTICLE III. MEMBERSHIP.....</b>	<b>4</b>
<b>SECTION 1. INDIVIDUAL MEMBERSHIP. ....</b>	<b>4</b>
<b>SECTION 2. AGENCY MEMBERSHIP.....</b>	<b>5</b>
<b>SECTION 3. DISCONTINUANCE OF MEMBERSHIP.....</b>	<b>5</b>
<b>SECTION 4. HONORARY VICE PRESIDENTS . ....</b>	<b>5</b>
<b>ARTICLE IV. OFFICERS.....</b>	<b>6</b>
<b>SECTION 1. COMPOSITION.....</b>	<b>6</b>
<b>SECTION 2. TERMS OF OFFICE.....</b>	<b>6</b>
<b>ARTICLE V. GOVERNING COUNCIL. ....</b>	<b>6</b>
<b>SECTION 1. COMPOSITION.....</b>	<b>6</b>
<b>SECTION 2. TERMS OF OFFICE.....</b>	<b>7</b>
<b>SECTION 3. OFFICERS.....</b>	<b>7</b>
<b>SECTION 4. QUORUM.....</b>	<b>7</b>
<b>SECTION 5. MEETINGS.....</b>	<b>7</b>
<b>SECTION 6. FUNCTIONS.....</b>	<b>8</b>
<b>SECTION 7. NOMINATIONS COMMITTEE, NOMINATIONS AND ELECTIONS.....</b>	<b>9</b>
<b>ARTICLE VI. EXECUTIVE BOARD.....</b>	<b>11</b>
<b>SECTION 1. COMPOSITION.....</b>	<b>11</b>
<b>SECTION 2. ELECTION.....</b>	<b>11</b>
<b>SECTION 3. OFFICERS.....</b>	<b>11</b>
<b>SECTION 4. TERMS OF OFFICE.....</b>	<b>12</b>
<b>SECTION 5. VACANCIES.....</b>	<b>12</b>
<b>SECTION 6. QUORUM.....</b>	<b>12</b>
<b>SECTION 7. FUNCTIONS.....</b>	<b>12</b>
<b>ARTICLE VII. BOARDS.....</b>	<b>13</b>
<b>SECTION 1. ACTION BOARD.....</b>	<b>13</b>
<b>SECTION 2. EDITORIAL BOARD.....</b>	<b>14</b>
<b>SECTION 3. EDUCATION BOARD.....</b>	<b>14</b>
<b>SECTION 4. PUBLICATIONS BOARD.....</b>	<b>15</b>
<b>SECTION 5. SCIENCE BOARD.....</b>	<b>15</b>
<b>ARTICLE VIII. STANDING COMMITTEES.....</b>	<b>15</b>
<b>SECTION 1. COMMITTEE ON BYLAWS.....</b>	<b>16</b>
<b>SECTION 2. COMMITTEE ON EQUAL HEALTH OPPORTUNITY.....</b>	<b>16</b>
<b>SECTION 3. COMMITTEE ON MEMBERSHIP.....</b>	<b>16</b>
<b>SECTION 4. COMMITTEE ON WOMEN’S RIGHTS.....</b>	<b>16</b>
<b>SECTION 5. JOINT POLICY COMMITTEE.....</b>	<b>16</b>

<b>ARTICLE IX. CONSTITUENT AND AFFILIATED GROUPS.....</b>	<b>17</b>
<b>SECTION 1. SECTIONS. ....</b>	<b>17</b>
<b>SECTION 2. INTERSECTIONAL COUNCIL.....</b>	<b>19</b>
<b>SECTION 3. AFFILIATED ASSOCIATIONS. ....</b>	<b>20</b>
<b>SECTION 4. COMMITTEE ON AFFILIATES.....</b>	<b>20</b>
<b>SECTION 5. STUDENT ASSEMBLY. ....</b>	<b>22</b>
<b>SECTION 6. UNAFFILIATED. ....</b>	<b>22</b>
<b>SECTION 7. SPECIAL INTEREST GROUPS. ....</b>	<b>22</b>
<b>SECTION 8. FORUMS. ....</b>	<b>22</b>
<b>SECTION 9. CAUCUSES. ....</b>	<b>23</b>
<b>ARTICLE X. DUES AND FINANCES.....</b>	<b>23</b>
<b>SECTION 1. DUES. ....</b>	<b>23</b>
<b>SECTION 2. FINANCES. ....</b>	<b>23</b>
<b>ARTICLE XI. PUBLICATIONS. ....</b>	<b>24</b>
<b>ARTICLE XII. MEETINGS.....</b>	<b>24</b>
<b>ARTICLE XIII. PARLIAMENTARY AUTHORITY. ....</b>	<b>24</b>
<b>ARTICLE XIV. AMENDMENTS.....</b>	<b>24</b>
<b>ARTICLE XV. INCORPORATION AND DISSOLUTION.....</b>	<b>25</b>

**BYLAWS**  
of the  
**American Public Health Association**

**ARTICLE I. Name.**

The name of this association, incorporated under the laws of Massachusetts, is the American Public Health Association, hereinafter sometimes referred to as APHA.

**ARTICLE II. Object.**

The Object of this Association is to protect and promote personal and environmental health. It shall exercise leadership with health professionals and the general public in health policy development and action, with particular focus on the interrelationship between health and the quality of life, on developing a national policy for health care and services and on solving technical problems related to health.

**ARTICLE III. Membership.**

There shall be two classes of individual constituents to be designated as Individual Members and Honorary Members; and two classes of association constituents to be designated as Affiliated Associations and Agency Member Affiliated associations as described in Article IX, Section 3; Article III, Section 2.

**Section 1. Individual Membership.**

The right to hold office, to vote, or to serve the Association in any capacity shall be open to all individual members.

- A. Individuals interested in public health shall be eligible for membership according to procedures prescribed by the Executive Board.
- B. A member may declare affiliation with up to three sections or unaffiliated status according to interests and may transfer affiliations but not more than once annually.
- C. Any individual member shall be eligible to hold office and committee appointments in the Association; to vote on all matters in her/his Section(s); and to vote on all matters in any and all Sections of which he/she may be a member.
- D. Honorary Membership. Distinguished service in public health may be recognized by Honorary Membership in the Association. Election shall be by a three-fourths vote of the Governing Council, upon recommendation of the Executive Board. Honorary Membership shall not confer voting rights in the Association except that Honorary Members who are also Members shall retain all the privileges of Association membership.
- E. Prior Memberships. Life Members, Fellows, and Sustaining Members under prior provisions of these Bylaws shall retain all prior privileges.

## **Section 2. Agency Membership.**

A. Agency Membership shall be open to federal, state and local official and voluntary organizations engaged in public health work or other programs having a close relationship to health services. The following types of agencies shall be considered to meet this requirement: (1) official health agencies, (2) voluntary health agencies and institutions, (3) health and welfare councils, (4) agencies providing health services as part of a broader program, and (5) other agencies and organizations that have established a recognized standing in the health field.

B. An agency applying for membership shall submit such information on its organization, program, and other evidence of its qualifications as may be required by the Executive Board.

C. Election to Agency Membership shall be by a three-fourths vote of the Executive Board.

D. In return for benefits derived from membership or for services rendered, Agency Members may elect to discharge their financial obligations to the Association through fees, as established by the Executive Board, instead of, or in addition to, the dues specified in Article X, Section 1 C.

## **Section 3. Discontinuance of Membership.**

A. Nonpayment of dues shall be a cause for discontinuance of membership of any constituent after a grace period to be determined by the Executive Board, provided that constituents in arrears have been notified prior to the expiration of the grace period by the Executive Director by mail or, by electronic or other media transmission. Constituents whose membership has been discontinued for nonpayment of dues may be reinstated, provided such person or organization complies with the eligibility requirements then effective.

B. If, in the opinion of the Executive Board, any Member, or other constituent of the Association acts in such a manner as to reflect discredit upon the Association, membership or affiliation with the Association shall thereupon be terminated.

C. Upon recommendation of the Executive Board, the Governing Council may discontinue the membership or affiliation of any constituent. Three-fourths of the votes cast shall be necessary for such action.

## **Section 4. Honorary Vice Presidents.**

The APHA has three Honorary Vice President positions which are elected annually by the Governing Council. An important role for an Honorary Vice President is to collaborate with the Association leadership in promoting public health in the represented regions. The positions are titled as follows:

- APHA Honorary Vice President for the United States
- APHA Honorary Vice President for Canada

- APHA Honorary Vice President for Latin America and the Caribbean.

## **ARTICLE IV. Officers.**

### **Section 1. Composition.**

The officers of this Association shall be a President, a President-Elect, the immediate Past President, an Executive Director, a Treasurer, the Chair of the Executive Board, and the Speaker of the Council. The officers, with the exception of the President, the immediate Past President, the Chair of the Executive Board, and the Executive Director, shall be elected by the Governing Council.

### **Section 2. Terms of Office.**

The immediate Past President shall serve from the close of the annual meeting at which her/his term as President expires to the close of the next succeeding annual meeting. The President-Elect shall serve as such from the close of the annual meeting at which he/she is elected to the close of the next annual meeting, when he/she shall automatically become President. The President shall serve to the close of the next succeeding annual meeting. However, in case of the inability of the President to complete her/his term for any reason, the President-Elect shall at once succeed to the duties of President, filling the unexpired term of the predecessor and her/his own term consecutively. The Speaker of the Council and the Treasurer shall serve concurrent three year terms from the close of the annual meeting when elected until the close of the annual meeting at which their terms expire. Other officers, except the Chair of the Executive Board and the Executive Director, shall serve from the close of the annual meeting when elected until the close of the next annual meeting, and all officers shall serve in any case until their successors are elected and qualified. The Chair of the Executive Board shall be elected and the Executive Director shall be appointed by the Executive Board, which shall define the duties, authority, and terms of office of these officers, respectively.

## **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:
  - i. Two elected representatives of each Section and such additional number of elected representatives of each Section, and of the unaffiliated membership, as is determined annually by the Executive Board based on the ratio of members in each group to the total membership of all groups.
  - ii. One representative to be designated by each Affiliated Association, such representative to be a member of APHA.
  - iii. The officers of the Association and members of the Executive Board, except for the Executive Director.

- B. No Councilor may hold more than one voting membership on the Council. Voting Councilors who concurrently hold positions that also give them ex officio nonvoting Council membership shall retain their voting privileges.
- C. The ex officio members without vote:
- i. The Chair of the Science Board.
  - ii. The Chair of the Action Board.
  - iii. The Chair of the Education Board.
  - iv. The Chair of the Committee on Affiliates.
  - v. The Chair of the Intersectional Council.
  - vi. The Chair of the Student Assembly.
  - vii. The Chair of each Standing Committee of the Association.
  - viii. The Executive Director.
  - ix. Chairs of the Sections.
  - x. Past-Presidents of the Association, except the Immediate Past President who is a voting member of the Executive Board and thus is a voting member of the Governing Council.
  - xi. Chairs of an eligible Caucus as determined by the Executive Board.

**Section 2. Terms of Office.**

Councilors elected by Sections and the unaffiliated membership shall be elected to two-year terms and shall not be eligible to serve in that capacity for at least two years after expiration of three consecutive terms. Terms of such Councilors shall begin at the close of the annual meeting in the year they are elected and shall terminate at the close of the annual meeting at which their respective terms expire. Governing Council elections shall be held annually on the basis of an apportionment determined from the membership in the Association and its units on September 1 of the preceding year.

The terms of the representatives of Affiliated Associations shall begin and terminate in accordance with the constitution and bylaws of their respective organizations.

**Section 3. Officers.**

The officers of the Association shall be the officers of the Council and the Executive Director shall act as Secretary of the Council. The Speaker of the Council shall preside at all meetings of the Council and shall perform such other duties as custom and parliamentary usage require. He/she may consult a parliamentarian, who shall be appointed by the Executive Board. In the absence of the Speaker, the President, President-Elect, Immediate Past President, or Chair of the Executive Board shall preside in this order.

**Section 4. Quorum.**

A quorum of the Council shall consist of 50 percent of the voting Councilors.

**Section 5. Meetings.**

Meetings of the Council shall be called by the Executive Director at the request of the President, or at the request in writing of any thirty voting Councilors. In the latter case, the call to the meeting shall be issued at least twenty days in advance of the meeting and shall state the purpose for which it is called.

**Section 6. Functions.**

The functions of the Governing Council shall be:

- A. To establish policies, amend the bylaws of the Association and to adopt rules for the conduct of its own business.
- B. To establish policies for the Association and for the guidance of the Executive Board and the officers.
- C. To approve by two-thirds vote a schedule of dues for association membership and multiple section membership based on recommendations of the Executive Board.
- D. To elect the Executive Board, the officers of the Association except as provided in Article IV Officers, Section 1.
- E. To recognize Affiliated Associations.
- F. To establish Sections of the Association; to combine or discontinue Sections; to prescribe the composition of Section Councils; to maintain coordination among Sections; and to formulate general rules governing their policies.
- G. To approve the establishment of boards and standing committees.
- H. To appoint special association committees and taskforces with specific functions to be accomplished within a specified timeframe.
- I. To receive and act upon reports or recommendations from any association constituent, the Science Board, the Action Board, the Education Board, the Committee on Affiliates, the Intersectional Council, the Student Assembly, the Standing Committees, and the Executive Board.
- J. To receive at its first session at the time and place of the annual meeting a report from the Chair of the Executive Board in which the work, the accomplishments, and the financial status of the Association during the year preceding such annual meeting shall be reviewed and a statement made of the major activities contemplated for the ensuing year.
- K. To make available to the general membership an abstract of the minutes of each of its meetings.

## **Section 7. Nominations Committee, Nominations and Elections.**

- A. There shall be a Committee of the Governing Council to be known as the Nominating Committee, composed of the President and the Executive Director as non-voting members and nine voting members of the Governing Council, who shall be chosen as provided in Paragraph F of this Section. Such Committee shall serve from the time of its election until it shall have read its report at the first regularly scheduled session of the Governing Council at the next annual meeting.
- B. Not less than ninety days prior to the annual meeting such Nominating Committee shall submit to the membership of the Governing Council, either by mail or by electronic or other media format transmission, the name or names of one or more nominees for each of the offices of President-Elect, three Vice-Presidents, and Treasurer, and for each of the vacancies among the Elective Members of the Executive Board, including those due to terms expiring at the close of that annual meeting. The Nominating Committee shall similarly submit the name or names of one or more nominees from among the present or past members of the Governing Council for the office of Speaker of the Council, whenever a vacancy exists. In the event that more than three vacancies exist among the Elective Members of the Executive Board, the Nominating Committee shall specify the terms of the nominees. All nominees shall be selected from among the membership of the Association, except that the nominees for the positions of Honorary Vice-President may include persons who are not members of the Association.

Should a nominee become unavailable for election after the submission of the list by mail, or by electronic or other media format transmission, the Nominating Committee is authorized to make substitute proposals in its verbal report to the first meeting of the Governing Council.

- C. Upon the petition of any twenty voting members of the Governing Council submitted to the Association office no less than 40 days prior to the annual meeting such Nominating Committee shall add to the list of candidates selected by it the name of any eligible candidate for the office specified in such petition, providing such petition is received by the Nominating Committee for Association Officers and found to be valid. The report of such Nominating Committee, including all the nominees for each of the offices, shall be presented immediately following the approval of the minutes at the first session of the Governing Council held at the annual meeting.
- D. The election of officers and Elective Members of the Executive Board shall be held at the last session of the Governing Council scheduled to be held during the annual meeting.
- E. Whenever a vote by individual ballot is required the President shall appoint three Tellers who shall ascertain and report the results of the ballots cast. Election shall be by majority vote, except that whenever there are three or more 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., Executive Board, Nominating Committee), 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 ballots shall be taken to break the tie between the tied candidates.
- F. At the second session of the annual meeting of the Council, the Governing Council shall elect three of its members to serve on the Nominating Committee for the ensuing year and the next two succeeding years. Any Section or Affiliate is eligible to have one representative on the Nominating Committee. No one shall be eligible to be an elected member of the Nominating Committee who is an officer of the Association, a member of the Executive Board, a Chair of a Standing Committee, the Science Board, the Education Board, or the Action Board, the Committee on Affiliates, or the Intersectional Council. The election shall be by ballot from among the candidates nominated from the floor. The three candidates satisfying the requirements of this Paragraph F and receiving the highest number of votes shall be declared elected. Ties shall be determined as provided in Paragraph E of this Article. Immediately after the election, the President shall designate one of the nine elected members as Chair. In the event there is no person elected or continuing to serve an unexpired term on the Nominating Committee who represents a racial or ethnic minority group, then the Executive Board shall appoint one such person to be an additional member of the Nominating Committee for a term of one year.
- G. If a vacancy occurs in the office of the President-elect more than ninety days prior to the opening date of the annual meeting, the Nominating Committee for Association Officers shall prepare a list of one or more names, which will be mailed or transmitted electronically or by other media format to the members of the Governing Council. On petition signed by twenty members of the Governing Council additions may be made to this list. Thirty days subsequent to the transmission of the list, the list of nominees, including any additions by petition, will be submitted to the Governing Council for a ballot. If the vacancy occurs less than ninety days before the annual meeting, the Nominating Committee for Association Officers will be instructed to present to the first meeting of the Governing Council a candidate or candidates for the office of President, making prior notification by mail, or by electronic or other media format transmission to the Governing Council unless the Executive Board decides such notification may be waived.
- H. It is a general policy of the Association that there should be at least two nominees for each Section office, representatives to the Governing Council, and members of the Executive Board. There may be two or more nominees for each national Association office, except for the offices of President and immediate Past President, which shall be assumed by the President-Elect and President. Voting

o speak and to vote after he/she is selected and credentialed for a seat in Governing Council. A current Governing Councilor who has a right to vote may only hold one seat in Governing Council, and thus may not simultaneously serve as a proxy. Provisions for proxy selection are as follows by unit.

i. Executive Board: An Executive Board member may select any member of APHA as a proxy in Governing Council provided that the member is not already a voting member of the Council.

ii. Section: An elected Section Governing Councilor may select a proxy from the Section that the elected Councilor represents until thirty (30) days before the APHA Annual Meeting or a conference call or other meeting of the Council. Within the thirty-day period immediately preceding a Governing Council meeting, the authority to select a proxy shall shift from the Section's Governing Councilor to the Section Chair if available, or to the Section Chair-elect, or the Section Immediate Past Chair in that order.

iii. Unaffiliated member: The Unaffiliated members shall elect their Governing Councilors and elect an additional fifty percent of the number of Council seats that they hold as potential proxies. When needed, the appointment of a proxy will start with the individual who received the highest number of votes to become a proxy.”

## **ARTICLE VI. Executive Board.**

### **Section 1. Composition.**

There shall be an Executive Board consisting of the President, the President-Elect, the Immediate Past President, the Treasurer, Speaker of the Council and twelve members to be known as the Elective Members, elected from among individual constituents of the Association for terms of four years each by the Governing Council. The Executive Director, the Chairs of the Action Board, the Science Board, the Education Board, the Committee on Affiliates, the Intersectional Council, and Student Assembly shall serve as members of the Executive Board ex officio without vote.

### **Section 2. Election.**

Election to membership on the Executive Board shall terminate any Association elective office, or any appointment by the Executive Board.

### **Section 3. Officers.**

The Executive Board shall elect from its own membership a Chair who shall serve in that capacity for such term as the Executive Board shall determine. It shall also

designate such other officers of the Board as it may require for the conduct of its business. The Executive Board shall establish its own rules of procedure and may establish an Executive Committee.

**Section 4. Terms of Office.**

The terms of Elective Members shall begin at the close of the annual meeting at which they are elected and terminate at the close of the annual meeting at the expiration of their respective terms. The terms of no more than three Elective Members shall expire in any year. No Elective Member of the Executive Board may serve again as an Elective Member until at least one year following expiration of a full term.

**Section 5. Vacancies.**

If a vacancy occurs among the Elective Members of the Executive Board, the Board, after consultation with the Nominating Committee for Association Officers, shall designate a new Member to serve until the next meeting of the Governing Council, at which time the vacancy will be filled by election as provided in Article V.

**Section 6. Quorum.**

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

**Section 7. Functions.**

The Executive Board shall have the following powers and duties:

- A. To oversee the administrative work of the Association.
- B. To appoint the Executive Director of the Association and the Editor-in-Chief of the American Journal of Public Health.
- C. To act as the Trustee of the Association's properties.
- D. To approve the budgets for Association work and to publish summaries of budgets in an official publication of the Association promptly after their adoption.
- E. To plan methods for the procurement of funds.
- F. To carry out the policies of the Governing Council between meetings of the latter and to exercise all the powers of the 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.

- G. To conform to the policies of the Governing Council in the conduct of its work and to adopt interim policies which, shall be in effect until the next meeting of the Governing Council.
- H. To approve formation of Special Interest Groups and Forums, and to recognize Caucuses.
- I. To elect Agency Members.
- J. To act on technical standards on behalf of the Association.
- K. To coordinate and review recommendations of Standing Committees, the Action Board, the Science Board, the Education Board, the Committee on Affiliates, and the Intersectional Council.
- L. To authorize the establishment of, appoint the members of, and designate the Chairs and vice-chairs of all Association boards, and Chairs of Association committees; and, appoint special association committees and taskforces with specific functions to be accomplished within a specified timeframe.
- M. To direct the issuance of all publications of the Association.
- N. To act as the official accrediting body of the Association. The Executive Board may delegate this function to another association unit.
- O. To approve rules and regulations relating to the governance of the Sections.
- P. Prior to nominating or appointing any member to a vacancy on any board, council, task force, committee, Section office, or other position, special consideration shall be given to assuring diversity of representation. The Executive Board will monitor representation in association units and transmit a report of its proceedings and transactions including to the Governing Council at least thirty days before each annual meeting.

**ARTICLE VII. Boards.**

Boards are created by the Executive Board with the approval of the Governing Council. Each Board shall have a specific purpose and responsibilities.

**Section 1. Action Board.**

- A. There shall be an Action Board, whose function shall be to plan, organize and pursue the implementation of Association policies and positions, including pursuit of an annual legislative program. To this end it shall stimulate and collaborate with sections, affiliates and other appropriate units of the Association in assuring implementation of national, state and local policies; encourage establishment of relationships with organizations outside of the Association with interest in joint

action; assist in the development of a comprehensive body of public policy for the Association; and review annually progress in promoting realization of Association policies and positions. The Action Board is encouraged to collaborate with experts, internally and externally, and other relevant entities to enhance the accomplishment of its goals.

- B. The voting membership of the Action Board shall consist of a Chair and a vice-chair to be appointed by the Executive Board; one representative of each of the Sections and the Student Assembly, who shall be chosen by the Executive Board from among a panel of three names submitted by each Section in any year when a term of their representative expires, each of whom serves a three-year term; three representatives of the affiliated associations, one of whom is chosen in any given year by the Executive Board from among a panel of three names submitted by the Committee on Affiliates, each of whom serves a three-year term; and three members-at-large, one of whom is appointed in any given year by the Executive Board to three-year terms. In addition, the Chair of the Science Board and the Education Board, and the Executive Director shall serve as members ex officio without vote. The Chair of the Action Board shall serve as co-chair of the Joint Policy Committee.

### **Section 2. Editorial Board.**

- A. There shall be an Editorial Board whose function shall be to provide broad oversight and recommendations to the AJPH Editor-in-Chief and Executive Editor to produce a high quality, highly respected journal that is scientifically sound; based on well recognized public health principles; includes manuscripts independently judged on fair and appropriate procedural policies; includes a broad range and balance of public health topics and issues; and is timely, both with respect to coverage of "cutting edge" public health topics and efficient production timelines.
- B. The American Journal of Public Health shall be the official Journal of the Association. The Executive Board shall appoint an Editor-in-Chief of the official Journal. The Executive Board shall also appoint an Editorial Board of not less than five members to serve at the pleasure of the Executive Board but not longer than two three-year terms consecutively except under unusual circumstances. Annually one member of the Editorial Board shall be designated its Chair and another its vice-chair by the Executive Board.

### **Section 3. Education Board.**

- A. There shall be an Education Board whose function shall be to stimulate and coordinate the education activities of the Association; to maintain and enhance professional knowledge, to increase technological proficiencies in facilitating the delivery of education, to enable members to promote and protect environmental and community health, and to educate the public concerning public health issues.

The Education Board is encouraged to collaborate with experts, internally and externally, and other relevant entities to enhance the accomplishment of its goals.

- B. The voting membership of the Education Board shall consist of sixteen members appointed by the Executive Board from among nominees recommended by Sections, Affiliated Associations, the Student Assembly and other Association constituents. The members shall serve three-year terms staggered so that five terms expire each year for two consecutive years and six terms expire every third year, except that initial appointments shall be five each for one year, two years, and three years. Annually, one member of the Education Board shall be designated its Chair and another its vice-chair by the Executive Board. In addition, the Chair of the Action Board and the Science Board, and the Executive Director shall serve as members ex officio without vote. The Chair of the Education Board shall serve as co-chair of the Joint Policy Committee.

#### **Section 4. Publications Board.**

- A. There shall be a Publications Board whose function shall be to foster the development and revision of books published by the Association.
- B. The Executive Board shall appoint not less than five members to serve at the pleasure of the Executive Board but not longer than two three-year terms consecutively except under unusual circumstances. Annually one member of the Publications Board shall be designated its Chair and another its vice-chair by the Executive Board.

#### **Section 5. Science Board.**

- A. There shall be a Science Board whose functions shall be to stimulate and coordinate the development of the scientific basis for the Association's professional and public policy programs. The Science Board is encouraged to collaborate with experts, internally and externally, and other relevant entities to enhance the accomplishment of its goals.
- B. The voting membership of the Science Board shall consist of sixteen members appointed by the Executive Board from among nominees recommended by Sections, Affiliated Associations, the Student Assembly and other Association constituents. The members shall serve three-year terms staggered so that five terms expire each year for two consecutive years and six terms expire every third year. Annually, one member of the Science Board shall be designated its Chair and another its vice-chair by the Executive Board. In addition, the Chair of the Action Board and the Education Board, and the Executive Director shall serve as members ex officio without vote. The Chair of the Science Board shall serve as co-chair of the Joint Policy Committee.

#### **ARTICLE VIII. 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. With the exceptions of the specific provisions concerning the Joint Policy Committee in Section V of this Article, the Executive Board shall appoint the chair and members of Standing Committees to three-year terms with a limit of two consecutive terms, with no reappointment until at least one year has elapsed. Appointments shall be scheduled so that approximately equal numbers terminate each year. The Executive Director shall be an ex officio member without vote of each Standing Committee. Members shall be appointed only after soliciting and considering suggestions from units of the Association. Members of Standing Committees shall serve as individuals and not as representatives of any organization. Unless otherwise provided in these bylaws, all other Association Committees shall be authorized and appointed as provided in Articles V or VI. The Executive Board, with the approval of the Governing Council, shall establish and shall prescribe the responsibilities and size of the Standing Committees of the Association, which shall include but not be limited to the following entities.

**Section 1. Committee on Bylaws.**

This Committee shall be responsible for maintaining constant review of the bylaws in order to recommend modifications as changing policies of the Governing Council make such modifications necessary; to ask for and receive recommendations from any constituent of the Association regarding possible changes, to analyze these and to submit them, where desirable, for action by the Governing Council; and to review proposed amendments to the Bylaws for consistency and format.

**Section 2. Committee on Equal Health Opportunity.**

This Committee is charged with ensuring and promoting equal access for all to health services, health careers, and the opportunity to participate in the development of health policies. The method of operation includes involvement in manpower development and legislative proposals with regard to promotion of equal health opportunities; and information gathering concerning the status of activities of governments, other professional associations, and other voluntary groups with regard to equal opportunities in health.

**Section 3. Committee on Membership.**

Based on one representative from each Section and Affiliate Association, this Committee assists in organizing Association membership promotions. A principal responsibility is promotions through Sections and of Joint Affiliated Association-APHA membership.

**Section 4. Committee on Women's Rights.**

This Committee relates the concerns of the entire APHA membership and all its organizational components to the problems associated with the changing role of women in society especially as these involve considerations of health, health services, and health career opportunity.

**Section 5. Joint Policy Committee.**

A. There shall be a Joint Policy Committee (JPC) whose function shall be to receive, review, hold hearings on, and present policy statements and resolutions for Governing Council action. It shall participate in the policy review, updating, and archiving process. It shall make recommendations to Governing Council for changes in the public policy process.

B. The voting membership of the JPC shall consist of 12 members: four members from the Action Board including its chair, four members from the Education Board including its chair, four members from the Science Board including its chair. Each year the chair of these boards shall appoint the members who will represent that board on the JPC for that year. The JPC is co-chaired by the chairs of the Action Board, Education Board and Science Board. The Executive Director shall be an ex officio member without vote.

## **ARTICLE IX. Constituent and Affiliated Groups.**

### **Section 1. Sections.**

A Section is a membership unit that represents one or more major public health disciplines or public health programs.

A. Composition and Officers. Each Section shall elect its own officers and shall name its respective Section Committees. The right to be nominated, hold office or to serve as a member of a Section Council or as Chair of a committee in a Section shall be limited to the members who affiliate with such Section. To be eligible to run for a Section office, the individual's membership must be current as of February 1.

B. The Sections shall conduct elections according to the following procedure.

i. The Section Chair, with the advice of the Section Council, shall appoint a Committee on Nominations from the members with an affiliation with the Section at least six months before each annual meeting. The Section Secretary shall be a member of such Committee.

ii. Not less than ninety days prior to the annual meeting, the Committee on Nominations shall submit to the membership of the Section either by mail or by electronic or other media format transmission in an official publication of the Association, the names of preferably two or more members as nominees for the appropriate Section offices, the Section Council, and the Governing Council. There shall be at least two nominees for each position.

iii. If submitted within thirty days after such publication, the Section Committee on Nominations shall add to the list any additional nominations which carry the signature of at least twenty-five members with affiliation in the Section. When two or more persons are nominated for the same position, voting shall be by mail or by electronic or other media formatted ballot sent no less than thirty days before the annual meeting to all members with affiliation in the Section.

- iv. Election shall be by a majority of the members voting in the mail or electronic or other media formatted ballot or, in the absence of a ballot, those present and voting at the annual meeting at a regularly called business meeting of the Section. In the latter instance, the Section shall make rules and procedures for accepting written proxies.
- v. Where a mail or electronic or other media formatted ballot is used, the ballots shall be tabulated and certified to the Section by a method designated by the Executive Board.
- C. The officers of each Section shall be a Chair, Chair-elect, the Immediate Past Chair, and a Secretary.
- D. New terms shall begin and old terms shall expire at the close of annual meetings. After five consecutive years in any elective Section office, an officer shall be ineligible to reelection to that office during one Association year.
- E. The Chair, or in her/his absence the Chair-elect, shall preside at meetings of the Section.
- F. The Secretary shall keep the minutes and other records of the Section, and shall transmit to the Executive Director of the Association a copy of the minutes of both the business and scientific sessions as soon as practicable after the close of the annual meeting. When unable to be present at the meeting, he/she shall thoroughly instruct the Secretary-elect or a substitute in the event the Section has no Secretary-elect, as far in advance of the meeting as possible.
- G. A Secretary-elect may assist the Secretary in her/his duties.
- H. There shall be a Section Council composed of the officers of the Section, and six members, the latter to be known as the elective members. Depending on Section practice, each of the Officers shall hold their office for a term of one-year or a term of two-years. Each of the Section Councilors shall be elected for a term of three years. Each of the Section Governing Councilors shall be elected for a term of two years according to the Article V Governing Council Composition, Sections 1 and 2. When a Section is first established, the Section Council shall elect a full complement of members and assign staggered terms to the positions so that two members shall be newly elected each year. The Action Board representative shall be an ex officio voting member of the Section Council.
- I. The duties of the Section Council shall be:
  - i. To make general recommendations in relation to the annual meeting program.
  - ii. To act on Section membership and on Section policies.

- iii. To formulate rules of procedure for the Section.
  - iv. To consider and transmit to the Governing Council resolutions originating in the Section. Only resolutions approved by the Governing Council shall be published as representing the policy of the Association.
  - v. To advise on the publication of papers and reports presented at the Section meetings.
  - vi. To advise the Executive Board with respect to the Association and membership of the Action Board, the Science Board, Councils, Task Forces, and Standing Committees.
- J. If a vacancy occurs more than ninety days prior to the opening date of the annual meeting among the members of a Section Council, the Council shall designate a new member to serve until the next meeting of the Section, at which time the vacancy will be filled by election as provided in B of this Section.

**Section 2. InterSectional Council.**

- A. There shall be an InterSectional Council (ISC) whose function will be:
- i. To represent the interests and common concerns of the Sections in matters relating to Section administration to the Executive Board and other elements of APHA;
  - ii. To facilitate relations between the Sections and other relevant bodies of the Association.
  - iii. To assist the Sections in their internal management and in intersectional communication;
  - iv. To report to the Governing Council on its activities and deliberations.
- B. The members of the ISC shall consist of the current chair, chair-elect and immediate past chair of each Section, the members of the ISC Steering Committee, and one representative from the Student Assembly. Each section shall have one vote on all matters, including elections, brought before this Council.
- C. The ISC shall meet once a year in conjunction with the Annual Meeting of the APHA. The election of Steering Committee members shall take place before the Annual Meeting.
- D. Between Annual Meetings, the affairs of the ISC shall be conducted by a Steering Committee consisting of eight members: six members elected by the ISC, the immediate past chair (ex officio), and one member appointed by the Executive Board as part of the appointment process. Those members of the ISC eligible for

election to the Steering Committee shall be Section chairs, chairs-elect, and immediate past chairs, two of which shall be elected annually. Elected members shall serve for a period of three years in staggered terms. The Board-appointed member shall serve for a period of three years. No appointed member of the Steering Committee may serve again as an appointed member until after at least one year following expiration of a full year term.

The Steering Committee shall review and comment on applications for SPIGS and Forums and submit these comments to the Executive Board.

- E. Officers of the ISC shall be elected by the Steering Committee from among its members at the Annual Meeting, and shall consist of a chair, a chair-elect, an immediate past chair, and a secretary, all of whom shall serve a one-year term. The Chair of the ISC shall serve as a member of the Executive Board ex officio without vote. The Steering Committee shall elect the chair-elect from the second-year elected members. The Steering Committee shall elect the secretary from its elected members. No officer may hold more than one office. The Executive Board appointee is not eligible to serve in the leadership of the ISC.
- F. A vacancy in the office of Steering Committee chair shall be filled by the chair-elect who shall assume the duties of the chair. A vacancy in the office of Steering Committee chair-elect shall be filled by a first-year or second-year elected member. A vacancy in the office of Steering Committee secretary shall be filled by an elected member. A vacancy in an elected position shall be filled by the Steering Committee from nominations submitted by section chairs. A vacancy in the appointed position shall be filled by the APHA Executive Board.

### **Section 3. Affiliated Associations.**

- A. A state or territorial public health association or similar association, including more or less than a state, and organized for the same general objects as the American Public Health Association, may be elected by a three-fourths vote of the Governing Council as an Affiliated Association. Not more than one such association shall be admitted from the same area.
- B. An association applying for affiliation shall submit a copy of its constitution and bylaws, its last annual accounting of income and expense, a roster of its members, and such other evidences of its qualifications as may be required. Each Affiliated Association shall submit annual information as directed by the Executive Board.
- C. The Executive Board shall consider all applications for affiliation and questions regarding continued affiliation and report its recommendations to the Governing Council.

### **Section 4. Committee on Affiliates.**

- A. There shall be a Committee on Affiliates (CoA) whose functions shall be:

- i. To study, recommend, monitor, and coordinate the ways in which APHA can strengthen Affiliated organizations;
  - ii. To study, recommend, monitor, and coordinate the ways in which Affiliated organizations can strengthen APHA;
  - iii. To study, recommend, monitor, and coordinate the ways in which APHA/Affiliated organization relationships can be strengthened.
  - iv. To report to the Governing Council upon its deliberations.
- B. The CoA shall consist of the Regional Affiliate Representatives, the members of the leadership, and the Executive Board appointed members. The Affiliate Representatives to the Action Board are ex-officio members.
- i. Ten of the CoA voting members shall represent the state affiliates that are located within the HHS federal regions (Regional Representatives). The Affiliate Representatives to the Governing Council (ARGCs) within each region are eligible for selection to the position of Regional Representative, by the ARGCs within each region. The Regional Representatives shall serve a two-year term on the CoA. Even-numbered regions shall select their representatives in even-numbered years and odd-numbered regions shall select their representatives in odd-numbered years.
  - ii. The CoA chair, chair-elect, secretary and immediate past chair shall be voting members of this body.
  - iii. Three voting members shall be appointed by the Executive Board and shall include one representative from the Student Assembly and one state affiliate executive director or equivalent staff person. Each of the appointed members shall serve for a period of two years in staggered terms except that the Student Assembly appointment is for a one-year term.
  - iv. The three Affiliate Representatives on the Action Board shall be ex officio voting members of the CoA.
- C. The CoA shall meet once a year in conjunction with the annual meeting of the APHA. The CoA shall also convene a midyear meeting. Business may be conducted by an in-person meeting, conference call or other media.
- D. The leadership of the CoA shall consist of a chair, chair-elect, secretary and an immediate past chair that serve a one-year term and are voting members.
- i. The Chair shall serve as an ex officio member of the Executive Board without vote.

- ii. The Chair-elect shall be nominated and elected from among its ten Regional Affiliate Representatives during a Committee Meeting at the APHA annual meeting. The Chair-elect shall become the chair and then the immediate past chair for a three-year term in the leadership.
- iii. The secretary shall be nominated and elected from among the entire voting membership of the committee at the annual meeting.

### **Section 5. Student Assembly.**

The Student Assembly represents and serves students of public health and other health-related disciplines by connecting individuals who are interested in working together on public health and student-related issues.

- A. Membership in the Student Assembly shall be restricted to APHA members. Assembly, unless they request not to be members. Membership in the Student Assembly is independent of membership rights as stated in Article III.
- B. Student Assembly officer election procedures and Student Assembly officers, terms, and duties shall be consistent with Sections as described in Article IX Section 1.
- C. The Chair of the Student Assembly shall serve as an ex officio non-voting member of the Executive Board and of Governing Council. The Student Assembly shall have representation on the Science Board, Action Board, Education Board, Intersectional Council, Committee on Affiliates, American Journal of Public Health Editorial Board, and The Nation's Health Advisory Committee. These representatives shall be selected using the appointment process consistent with Article VI.

### **Section 6. Unaffiliated.**

Unaffiliated members may organize, elect officers, and participate in councils, after which provisions of Section 1 Paragraph B of this Article may be utilized in nominating and voting for Governing Council members.

### **Section 7. Special Interest Groups.**

A Special Interest Group (SPIG) is a membership unit that has the intention of becoming a Section. An application to form a SPIG shall be presented to ISC Steering Committee for review and comment, and then to the Executive Board for approval. A SPIG shall be time limited according to Governing Council policy.

### **Section 8. Forums.**

A Forum is composed of members who are working together on a specific issue or topic that is important to public health, crosses disciplinary and Section or Special Primary Interest Group (SPIG) boundaries, requires expertise that may reside in more than one Section or SPIG, and supports APHA's mission. A Forum may be established whenever a group of members petitions the Intersectional Council, which reviews the application and forwards its recommendation to the Executive Board for approval or

disapproval. A Forum shall be time limited according to Governing Council policy except that the Executive Board may extend it.

### **Section 9. Caucuses.**

The Executive Board may recognize a caucus, which has fifteen or more APHA members, and may include other non-APHA members. A caucus has a publicly stated purpose that promotes identified public health issues; and, it shares in identified benefits from its association with APHA. The Chair of an eligible Caucus as determined by the Executive Board is an ex officio member of the Governing Council without a vote.

## **ARTICLE X. Dues and Finances.**

### **Section 1. Dues.**

- A. The following constituents shall be exempt from the payment of annual dues: Honorary Members or Life Members. The exemption from payment of annual dues shall continue for those already exempt under prior provisions, that is, the members who have been affiliated with the Association for thirty years and who have retired from active duty, and members who have been affiliated with the Association for forty years regardless of retirement. The dues of all other constituents are payable annually in advance.
- B. The Executive Board shall establish a schedule of dues for Association membership and for multiple Section membership, both subject to approval by a two-thirds vote of the Governing Council.
- C. Annual dues for Agency Members shall be based on the number of employees in the agency. The rates to be paid by such members shall be established by the Executive Board subject to approval by two-thirds vote of the Governing Council.
- D. The dues for Affiliated Associations shall be assessed on a capitation basis with a differential providing a lower per capita payment for affiliate members who are also members of the American Public Health Association. The capitation rate shall be established by the Executive Board, subject to approval by a two-thirds vote of the Governing Council.

### **Section 2. Finances.**

- A. All funds received by the Association shall be deposited promptly in such accounts as may be approved by the Executive Board. The Executive Director shall arrange for their disbursement in accordance with duly authorized vouchers. The Executive Board may give signatory powers to others responsible to the Executive Director to facilitate her/his work.
- B. The financial records of the Association shall be audited annually by certified public accountants to be selected by the Executive Board. The report of this audit shall be published annually in an official publication of the Association.

- 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 XI. Publications.**

All publications of the Association shall be issued under the direction of the Executive Board. The American Journal of Public Health shall be the official Journal of the Association. The APHA Web Site and The Nation's Health are official publications of the Association. Reports, declarations, or statements, not involving standards, emanating from any Section, Committee, Board, or Council may be published under the name of the responsible Section, Committee, Board, or Council, provided that such report, declaration or statement is approved for publication by a majority of the members of the responsible unit, and by a referee mutually agreed upon by the Chair of the Executive Board and the responsible Association unit.

#### **ARTICLE XII. Meetings.**

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 Executive Board, provided that the Governing Council shall be informed in due course of the general plans for future annual meeting cities. The Governing Council may, however, determine by voting, at a regular meeting or by ballots cast by mail, or by electronic or other media transmission that the annual meeting for a stated calendar year shall not be held; and provided further, that in case of great emergency the Executive Board 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 XIII. 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 XIV. Amendments.**

These Bylaws may be amended by a two-thirds vote of those voting at the Governing Council during the annual meeting, provided that forty-eight hours prior written notice thereof has been given. The bylaws may further be amended by a two-

thirds vote of those voting at any other meeting of the Governing Council provided that notice thereof shall have been given at least twenty days prior to such meeting.

## **ARTICLE XV. INCORPORATION AND DISSOLUTION**

### **Section 1. Incorporation.**

Upon incorporation, the duration of the Association was perpetual.

### **Section. 2. Dissolution.**

- A. In the event that the APHA, Inc. were to be dissolved voluntarily, such action would follow the terms of this Bylaw Article and the laws of Massachusetts and the jurisdiction in which the Headquarters of the Association is located at the time of dissolution.
  
- B. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor. No part of the net assets of the Association shall inure to the benefit of or be distributed to its members, directors, officers and other private persons except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.