

BYLAWS OF THE COLORADO PUBLIC HEALTH ASSOCIATION

These amended bylaws of the Colorado Public Health Association were ratified by majority vote of the Members at the 2008 Annual meeting on September 15, 2008.

ARTICLE I: NAME AND INCORPORATION

The name of the nonprofit corporation shall be the Colorado Public Health Association, hereinafter referred to as the "Association". Amended and restated articles of incorporation of the Association were adopted on September 24, 2002 at a meeting of the Members of the Association. The Association is incorporated in Colorado pursuant to the Colorado Revised Nonprofit Corporation Act and is operated exclusively for public, charitable, and educational purposes pursuant to § Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II: PURPOSE

Section 1. To bring together persons interested in protecting and promoting public health in Colorado.

Section 2. To create a forum for the exchange of ideas on health issues.

Section 3. To enhance the health consciousness of the public by being a leader and advocate for public health functions.

Section 4. To promote professional growth of the Association's Members.

ARTICLE III: NATIONAL AFFILIATION

The Association shall maintain affiliate membership in good standing in the American Public Health Association (APHA).

ARTICLE IV: MEMBERSHIP

Section 1. Any person or organization, who is interested in the purpose of the Association, and who pays dues under Article V, may be a Member of the Association.

Section 2. Each Member shall be entitled to one vote in the general business of the Association.

Section 3. The Association shall accept Memberships in the following categories:

- a) *Individual:* Open to all individuals.
- b) *Affiliate:* Open to all individuals who are also Members in good standing of an Affiliate organization pursuant to Article X.
- c) *Student:* Open to all individuals who are full time students.
- d) *Retiree:* Open to all individuals who are older than age 55 and are retired from employment.
- e) *Lifetime:* Open to all individuals and may be specially granted to individuals by majority vote of the Board or majority vote of the Membership.
- f) *Agency:* Open to any association, firm, corporation or other organization interested in supporting the purpose and activities of the Association.

Section 4. The Board, at its discretion, may refuse Membership to any individual or organization that does not, in the opinion of the Board, exemplify the Purpose and/or values of the Association.

Section 5. The Membership shall convene at least once per year to conduct Association business.

ARTICLE V: DUES

Section 1. The Board shall set Membership dues rates for all Membership categories.

Section 2. The Board shall collect dues annually on any schedule deemed appropriate by the Board.

ARTICLE VI: BOARD

Section 1. The Board of the Association shall be comprised of the Officers and Directors. The Board shall serve as the governing body of the Association convened in order to carry out the interests of the Membership and advance the purpose of the organization. The Board shall transact the business of the Association between Annual Association Meetings, approve or establish policies, approve the establishment and/or dissolution of committees and perform duties as specified in the Bylaws.

Section 2. Meetings of the Board shall be held at the call of the President or at the call of the majority of the Board. A minimum of three meetings shall be held each year. Notice of the meetings shall be made to all Board Members at least seven days prior to the meeting.

Section 3. A quorum of the Board shall be a majority of the Membership of the Board.

Section 4. All members of the Board shall maintain Membership in good standing with the Association for the duration of their term.

ARTICLE VII: OFFICERS

Section 1. The Officers of the Association shall be the President, President Elect, Past President, Affiliate Representative to the Governing Council, Secretary, and Treasurer.

Section 2. The President is the chief executive officer of the Association and has final responsibility to the Association regarding all Association business. The President assures that Association activities are conducted in accordance with policy, law, and the objectives established by the Board and the Membership.

- a) The President Elect shall automatically become President at the close of the term as President Elect or in the event of a vacancy in the office of President.
- b) The term of the President shall be one year commencing at the close of the Annual Association Meeting following the end of the term as President Elect and continue through the close of the Annual Association meeting one year later. The President shall automatically become Past President at the close of the term as President.

- c) The President shall:
 - i. Preside over the Board and the Membership in the business and meetings of the Association.
 - ii. Serve as, or delegate, the role of parliamentarian during all Board and Association meetings.
 - iii. Supervise the activities of employees, contractors, and consultants and provide at least annual evaluations of each, with Board input.
 - iv. Sign and execute in the name of the Association all deeds, contracts and other instruments authorized by the Board.
 - v. Act as spokesperson and official representative of the Association to the public.
 - vi. Prepare agenda for all meetings of the Board and Association, with Board input.
 - vii. Assure internal or external audit of Association financial records annually.
 - viii. Perform all other duties incident to the office of President and as the Board may assign.
- d) Any vacancy in the office of President shall be filled by the President Elect for the remainder of the term.
- e) A President may be removed by a majority vote of the combined total of Members voting in any election.

Section 3. The President Elect develops leadership and organizational knowledge prior to assuming the duties of President.

- a) The President Elect shall be elected by a majority vote of the combined total of Members voting at the Annual Association Meeting in any election. The nomination shall be presented to the Association Members thirty (30) days prior to the first date a vote can be taken.
- b) The term of the President Elect shall be one year commencing at the close of the Annual Association Meeting following election and continue through the close of the Annual Association Meeting one year later.
- c) Additional duties of the President Elect shall be described in organizational policy.
- d) Any vacancy in the office of President Elect shall be filled by a special election of the Membership for a new candidate for the remainder of the term.
- e) A President Elect may be removed by a majority vote of the combined total of Members voting in any election.

Section 4. The Past President provides institutional memory to the Board and counsel to the President.

- a) The President shall automatically become Past President at the close of the term as President.
- b) The term of the Past President shall be one year commencing at the close of the Annual Association Meeting following the end of the term as President and continue through the close of the Annual Association Meeting one year later.

- c) Additional duties of Past President shall be described in organizational policy.
- d) Any vacancy in the office of Past President shall not be filled except by the normal transition of President to Past President.
- e) A Past President may be removed by a two-thirds majority vote of the Board.

Section 5. The Affiliate Representative to the Governing Council acts as liaison and representative of the Association to the American Public Health Association (APHA).

- a) The Affiliate Representative to the Governing Council shall be elected by a majority vote of the combined total of Members voting at any Annual Association Meeting. The nomination shall be presented to the Association Members thirty (30) days prior to the first date a vote can be taken.
- b) The term of the Affiliate Representative to the Governing Council shall be three years commencing at the close of the Annual Association Meeting following election and continue through the close of the Annual Association Meeting three years later.
- c) Additional duties of the Affiliate Representative to the Governing Council shall be described in organizational policy.
- d) Any vacancy in the office of Affiliate Representative to the Governing Council shall be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
- e) An Affiliate Representative to the Governing Council may be removed by a two-thirds majority vote of the Board.

Section 6. The Secretary prepares and maintains all non-financial records of the Association.

- a) The Secretary shall be elected by a majority vote of the combined total of Members voting at any odd numbered year Annual Association Meeting. The nomination shall be presented to the Association Members thirty (30) days prior to the first date a vote can be taken.
- b) The term of the Secretary shall be two years commencing at the close of the Annual Association Meeting following election and continue through the close of the Annual Association Meeting two years later.
- c) Additional duties of the Secretary shall be described in organizational policy.
- d) Any vacancy in the office of Secretary shall be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
- e) A Secretary may be removed by a two-thirds majority vote of the Board.

Section 7. The Treasurer maintains Association assets, accounts and financial records in accordance with generally accepted accounting principles.

- a) The Treasurer shall be elected by a majority vote of the combined total of Members voting at any even numbered year Annual Association Meeting. The nomination shall be presented to the Association Members thirty (30) days prior to the first date a vote can be taken.

- b) The term of the Treasurer shall be two years commencing at the close of the Annual Association Meeting following election and continue through December 31, two years later. For the period in which the departing Treasurer's term overlaps with the incoming Treasurer's term, the departing Treasurer shall have the vote in Board business.
- c) Additional duties of the Treasurer shall be described in organizational policy.
- d) Any vacancy in the office of Treasurer shall be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
- e) A Treasurer may be removed by a two-thirds majority vote of the Board.

ARTICLE VIII: DIRECTORS

Section 1. The Directors of the Association shall be two Professional Education Directors, the Public Health Policy Director, the Membership Director, the Student Director and one representative from each affiliate organization pursuant to Article X.

Section 2. The Professional Education Directors shall be responsible for all activities associated with the production of the Annual Association Meeting. There shall be two Board positions for Director of Professional Education each serving staggered terms. The Directors of Professional Education shall hold one combined vote in the business of the Board.

- a) The Professional Education Director shall be elected by a majority vote of the combined total of Members voting every year at the Annual Association Meeting. The nomination shall be presented to the Association Members thirty (30) days prior to the first date a vote can be taken.
- b) The term of the Professional Education Director shall be two years commencing at the close of the Annual Association Meeting following election and continue through the close of the Annual Association Meeting two years later.
- c) Additional duties of a Professional Education Director shall be described in organizational policy.
- d) Any vacancy in the office of Professional Education Director shall be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
- e) A Professional Education Director may be removed by a two-thirds majority vote of the Board.

Section 3. The Public Health Policy Director initiates the policy and legislative activities of the Association.

- a) The Public Health Policy Director shall be elected by a majority vote of the combined total of Members voting at any odd numbered year Annual Association Meeting. The nomination shall be presented to the Association Members thirty (30) days prior to the first date a vote can be taken.

- b) The term of Public Health Policy Director shall be two years commencing at the close of the Annual Association Meeting following election and continue through the close of the Annual Association Meeting two years later.
- c) Additional duties of Public Health Policy Director shall be described in organizational policy.
- d) Any vacancy in the office of Public Health Policy Director shall be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
- e) A Public Health Policy Director may be removed by a two-thirds majority vote of the Board.

Section 4. The Membership Director seeks to develop new and retain existing Members of the Association.

- a) The Membership Director shall be elected by a majority vote of the combined total of Members voting at any even numbered year Annual Association Meeting. The nomination shall be presented to the Association Members thirty (30) days prior to the first date a vote can be taken.
- b) The term of Membership Director shall be two years commencing at the close of the Annual Association Meeting following election and continue through the close of the Annual Association Meeting two years later.
- c) Additional duties of Membership Director shall be described in organizational policy.
- d) Any vacancy in the office of Membership Director shall be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
- e) A Membership Director may be removed by a two-thirds majority vote of the Board.

Section 5. The Student Director maintains linkages to public health training programs in Colorado, represents the interests of students studying in public health fields and promotes Student Membership in the Association.

- a) The Student Director shall be elected by a majority vote of the combined total of Members voting at any even numbered year Annual Association Meeting. The nomination shall be presented to the Association Members thirty (30) days prior to the first date a vote can be taken.
- b) The term of Student Director shall be two years commencing at the close of the Annual Association Meeting following election and continue through the close of the Annual Association Meeting two years later.
- c) Additional duties of Student Director shall be described in organizational policy.
- d) Any vacancy in the office of Student Director shall be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
- e) A Student Director may be removed by a two-thirds majority vote of the Board.

Section 6. An Affiliate Director shall act as a liaison between the Association and the Affiliate they represent. The Affiliate Director shall serve at the discretion of the Affiliate's Board.

ARTICLE IX: COMMITTEES

Section 1. The Executive Committee shall be chaired by the President and be composed of the Officers of the Association. The committee shall convene at the call of the Chair. The committee shall advise the President on organizational governance.

Section 2. The Finance and Audit Committee shall be chaired by the Treasurer and be composed of the Past President and any other interested Member of the Association. The committee shall convene at the call of the Chair. The committee shall advise the Treasurer and assure implementation of policy related to fiscal management. The Chair is responsible for providing a written financial report to the Membership at the Annual Association Meeting.

Section 3. The Bylaws Committee shall be chaired by the President Elect and be composed of the Past President and any other interested Member of the Association. The committee shall convene at the call of the Chair. The committee shall research and propose revision of the Bylaws. The Chair is responsible for providing Bylaws revision proposals to the Membership at the Annual Association Meeting.

Section 4. The Nominations Committee shall be chaired by the Past President and be composed of any interested Member of the Association. The committee shall convene at the call of the Chair. The committee shall identify and recruit candidates for opening positions on the Board and present them for consideration by the Board at least 30 days prior to the Annual Association Meeting. The committee shall also solicit nominations for Association awards according to the guidelines for each award and make a recommendation to the Board for each recipient.

Section 5. The Professional Education Committee shall be co-chaired by the Professional Education Directors and be composed of at least one representative from each Affiliate pursuant to Article X and any interested Member of the Association. The committee shall convene at the call of the Co-chairs. The committee shall be responsible for all activities associated with the production of the Annual Association Meeting and will seek other opportunities to provide continuing education to the Membership. The Co-chairs are responsible for providing a written report of committee activities to the Membership at the Annual Association Meeting.

Section 6. The Public Health Policy Committee shall be chaired by the Public Health Policy Director and be composed of any interested Member of the Association. The committee shall convene at the call of the Chair. The committee shall be responsible for proposing legislative priorities for the Association, soliciting resolution proposals from the Membership, drafting resolution proposals, monitoring changes in public health policy, and proposing legislative action alerts to the Membership by the Board. The

Chair is responsible for providing a written report of committee activities to the Membership at the Annual Association Meeting.

Section 7. The Membership Committee shall be chaired by the Membership Director and be composed of any interested Member of the Association. The committee shall convene at the call of the Chair. The committee shall develop and implement a Membership plan that includes recruitment and retention of Members in the Association. The committee shall also engage in organizational development activities such as press and public relations. The Chair is responsible for providing a written report of committee activities to the Membership at the Annual Association Meeting.

Section 8. The Board may convene ad hoc committees for a limited term to perform specific organizational tasks.

ARTICLE X: AFFILIATE ORGANIZATIONS OF THE ASSOCIATION

Section 1. A formal affiliation agreement, between the Association and another organization may be entered into if the Memberships of each organization deem such an agreement to be mutually beneficial. An organization may be considered for Affiliate status in the Association if it has an organizational purpose that is congruous with that of the Association, and it is an open membership organization governed by bylaws and a board of directors, and its board agrees to abide by a written Affiliate Agreement set in Association Policy.

Section 2. The Memberships of each organization shall express their interest in forming an Affiliation by an affirmative vote conducted in accordance with the bylaws of each organization, respectively.

Section 3. An Affiliate Agreement may be dissolved by a majority vote of the Membership or a two-thirds majority vote of the Board.

ARTICLE XI: INDEMNIFICATION OF THE BOARD OF DIRECTORS

The Association indemnifies its current and former Directors, Officers, and employees, or any person acting with the expressed authority and sanction of the current Directors, Officers, or employees, against any personal liability incurred while acting in the good faith execution of his or her duties regarding Association business. This indemnification shall apply to any actual or threatened civil, criminal, administrative, or investigative action, suit or proceeding arising out of their service to the Association. The Association will maintain appropriate surety against any such liability, cost, or expense incurred in connection with this indemnification. The Board shall have the right to approve any settlements or legal expenses incurred in connection with any such suit, action, or proceeding. This indemnification shall be to the fullest extent now or hereafter permitted by the Colorado Nonprofit Corporation Act or other related laws. The foregoing provisions for indemnification and advancement of expenses are not exclusive, and may be extended to other parties by resolution of the Board.

ARTICLE XII: CONFLICTS OF INTEREST

Whenever an Officer or Director has a financial or personal interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest, and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determines that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for any Board waiver.

- Section 1.** Conflict of Interest: Conflicts of Interest may take many forms but generally occur when a member's obligations to the association could be compromised by his or her external agreements, particularly financial ones that provide research or other funding. They can also arise if a member engages in activities at another organization that directly competes with activities of CPHA.
- Section 2.** Conflict of Commitment: A Conflict of Commitment occurs when a members' time and attention devoted to external activities interferes with their ability to fulfill their obligations to the CPHA Board.
- Section 3.** Conflict of interest should be handled openly and honestly so that processes and results are not compromised.

ARTICLE XIII: ORGANIZATIONAL GOVERNANCE

- Section 1.** "Robert's Rules of Order: Newly Revised" shall govern all meetings of the Association except when they are in conflict with these Bylaws.
- Section 2.** These Bylaws may be amended by an affirmative two-thirds majority of the voting Members at any Annual Association Meeting, any general meeting of the Membership, or by mail or electronic ballot. Proposed amendments to the Bylaws must be presented to the Board of Directors at least sixty (60) days prior to the first date a vote can be taken and must be presented to the Members at least thirty (30) days prior to the first date a vote can be taken.

ARTICLE XIV: DISSOLUTION OF THE ASSOCIATION

Upon the time of dissolution of the Association, the Board of Directors shall apply all assets toward any debt, obligation, or liability incurred by the Association. Any remaining assets thereafter shall be distributed by the Board of Directors to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. To the best of the Board's ability, distributions will be made to an organization(s) with a similar mission, values, and character of the Association. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the City and County of Denver, exclusively for such purposes or to such organization or organizations.

POLICIES OF THE COLORADO PUBLIC HEALTH ASSOCIATION

POLICY 1: MEMBERSHIP DUES

The Dues schedule for each Membership category shall be as follows and accrue for twelve months from the date of receipt except in the instance of a Lifetime Membership.

- a) Individual \$40
- b) Affiliate \$30
- c) Student \$15
- d) Retiree \$15
- e) Lifetime
- f) Agency

POLICY 2: ADDITIONAL DUTIES OF OFFICERS AND DIRECTORS

- a) All Members of the Board shall make a personal, tax-deductible financial contribution to the Association at least once each fiscal year.
- b) All Members of the Board shall attend the Board meeting following the end of their term to assure continuity in the transition of responsibilities to a new Board Member. Board members should work with new board members as needed.
- c) Board of Directors:
 - i. Appoint members of committee by the second board meeting following the Annual Meeting.
 - ii. Obtain records of the Committee from the previous chair and submit records to the subsequent incoming chair.
 - iii. Prepare and submit reports of the Committee's activities to the President before each Board meeting of as deemed necessary by the Board.
 - iv. Prepare an annual report and submit to the President 30 days prior to the Annual Meeting.
- d) Additional duties of the President Elect
 - i. Perform the duties of the President if the President is unable to perform his or her duties for any reason.
 - ii. Serve as the Association's representative to the Public Health Alliance of Colorado.
 - iii. Be responsible for and represent the bylaws committee jointly with the immediate past-president.
 - iv. Update and maintain the bylaws, policies and procedures of the Association.
 - v. Facilitate and serve as the organizational liaison to the Past-Presidents club.
 - vi. Facilitate the transition to a new President Elect upon the conclusion of term.

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- e) Additional duties of the Past President
 - i. Review bank statements, reconciliation reports, deposit records, and check register of the Association on quarterly basis, or more often as needed with the Treasurer.
 - ii. Be responsible for the Nominations committee.
 - a. Develop annually a slate of nominees for each of the awards granted by the Association according to the objectives and guidelines for awards.
 - b. Prepare a slate of candidates for elected offices becoming vacant at the next annual meeting with no less than two candidates for each office.
 - c. Maintain a record of those persons having received each of the awards granted by the Association.
 - iii. Be responsible jointly with the President Elect for the bylaws committee.
 - iv. Orient and mentor the newly elected student committee chairperson.
 - v. Facilitate the transition to a new Past President upon the conclusion of term.

- f) Additional duties of the APHA Affiliate Representative to the Governing Council
 - i. Attend APHA Governing Council Meetings.
 - ii. Represent the Association at all APHA Governing Council meetings held at the APHA annual conference, or via telephone during the term.
 - iii. Forward the position of the board on resolutions and other matters to APHA's Governing Council.
 - iv. Regularly report of the activities of the American Public Health Association to the Board.
 - v. Vote on issues at the APHA Governing Council meetings as directed by the CPHA Board.
 - vi. Be the liaison from CPHA to APHA for informational items, or other communication to and from CPHA and APHA
 - vii. As needed, and as chosen by other members of Region VIII (Utah, So. Dakota, No. Dakota, Montana, Wyoming and Colorado), serve as Regional Representative to the Committee on Affiliates. This is a 2-year term, chosen by the Regional Affiliate Representatives and involves additional meetings during the year (conference calls and/or paid travel to APHA), and COA meetings at APHA Convention.
 - viii. Facilitate the transition to a new APHA Affiliate Representative to the Governing Council.

- g) Additional duties of the Secretary
 - i. Keep minutes of all Board and Executive committee meetings and be custodian of the records and the seal of the Association.

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- ii. Maintain the official records of the Association including the corporate seal, bylaws, policies and procedures, minutes, approved resolutions, Membership roster, Board membership history, *logo*, and award winner history.
 - iii. Prepare all notices of the Association in accordance with the provisions of the bylaws.
 - iv. Be the custodian of current copies of the approved By-laws of the Association, and affiliated organizations.
 - v. Be the custodian of the Association's policy and procedure manual.
 - vi. Ensure that the articles of incorporation are kept current with the Secretary of State.
 - vii. Facilitate the transition to a new Secretary upon the conclusion of term.
- h) Additional duties of the Treasurer
- i. Have responsibility for all funds and securities of the Association.
 - ii. Deposit funds, create drafts upon those funds on behalf of the Association, deposit all funds in the name of the Association and carry out the financial transactions of the Association upon approval of the Board.
 - iii. Create and submit for Board approval an annual budget for the Association at least 30 days prior to the end of the preceding fiscal year.
 - iv. Submit a complete financial statement monthly for Board review and annually for internal or external audit.
 - v. Maintain copies of auditor's reports of the Association.
 - vi. Collect and process Association dues in collaboration with Membership Committee. Be responsible for and represent the Budget & Finance Committee.
 - vii. Collaborate with the Senior Director of Professional Education and provide them with a copy of a completed audit, a check register and up-to-date information regarding all financial transactions related to the annual conference
 - viii. Review bank statements, reconciliation reports, deposit records, and check register of the Association on quarterly basis, or more often as needed with the Past President.
 - ix. Assure that obligatory registrations, permits and other filings with the Colorado Secretary of State and Internal Revenue Service are maintained.
 - x. Facilitate the transition to a new Treasurer upon the conclusion of term.
- i) Additional duties of the Directors of Professional Education
- i. The Senior Educational Chair role (prior to the conference)
 - a. Schedule and conduct meetings of the planning committee
 - b. Conduct site visits

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- c. Review the contract, meet with the president for signature
- d. Recruit team leads for the 13 conference areas:
 - Abstract Solicitation and Selection of Speakers
 - Conference Evaluations
 - Budget- CPHA Treasurer
 - Conference Center Liaison
 - Program Brochure Development and Distribution
 - Sponsor/Exhibitor Recruitment and Coordinator
 - Keynote and Plenary Session Speakers
 - Moderator Recruitment
 - Awards Banquet
 - Leisure/Fun Activities for Participants
 - Speaker Coordinator
 - Poster Coordinator
- e. Ensure that team leads are completing tasks and provide assistance when requested
- f. Provide monthly updates to the CPHA Board
- g. (At the conference):
 - 1. Make sure the conference runs smoothly
 - 2. Answer questions and make decisions
- h. Submit names of potential committee members to the President for appointment consideration.
- i. Facilitate the transition of the Junior Educational Chair to the Senior Educational Chair upon the conclusion of term.
- ii. The Junior Educational Chair role (prior to the conference):
 - a. Assist the Senior Chair
 - b. Provide other training opportunities to the members
 - c. Facilitate the transition to the Junior Educational Chair upon the conclusion of term.
- j) Additional duties of the Director of Public Health Policy
 - Develop in conjunction with the legislative contractor/staff general plans, budget, and coordinate arrangements to:
 - i. Identify public health-related legislative, regulatory and policy issues of importance to the Board of Directors, the Committees, and the Membership.
 - ii. Develop a legislative agenda. The Legislative Agenda will guide the activities of the Public Health Policy Director, Public Health Policy Committee, and contract lobbyist.
 - iii. With assistance and collaboration of the legislative contractor, advise the Board on legislative, regulatory, and policy matters.
 - iv. Establish and enact policies for determining CPHA levels of support and action protocols for public health-related legislative, regulatory and policy issues of importance to the Board of Directors, the Committees, and the Membership.

- v. Submit names of potential committee members to the President for appointment consideration.
 - vi. Maintain regular communication with the members of the Policy Committee.
 - vii. With the assistance of the Policy Committee members, the Board of Directors, the Committees, and the Membership determine CPHA "Levels of Support" for public health-related legislative, regulatory and policy issues of importance to the Board of Directors, the Committees, and the membership.
 - viii. Identify and promote opportunities for collaboration with other public health partners on projects such as advocacy training, development of public health-related legislative, regulatory and policy issues.
 - ix. Encourage information dissemination concerning legislation, regulations, and policies of importance in local, state and national levels through the newsletter and/or other media to the membership.
 - x. Encourage and solicit resolutions pertaining to public health-related issues in Colorado from the Board of Directors, the Committees, and the Membership to be acted upon at the Annual Meeting.
 - xi. With assistance and collaboration of the President and the Board of Directors, prepare resolutions for the Annual Meeting pertaining to public health-related issues in Colorado.
 - xii. Present proposed resolutions to the Board prior to presentation at the Business Session of the Annual Meeting.
 - xiii. In addition to the Secretary, be a custodian of resolutions passed by the Membership and be responsible for making such resolutions easily available to the membership.
 - xiv. Facilitate the transition to a new Director of Public Health Policy upon the conclusion of term.
- k) Additional duties of the Director of Membership
- i. Develop a yearly plan to promote the organization and increase/maintain membership.
 - ii. Promote membership in the Association using systematic methods to reach all potential members.
 - iii. Promote membership throughout the State by collaborating with other public health organizations/associations.
 - iv. Coordinate with the Alliance to process membership applications and renewals.
 - v. Collaborate and cooperate with Directors and Officers to promote membership.
 - vi. Process membership applications and dues when received by new and renewing members, maintain and submit current membership roster to the Secretary.
 - vii. Manage the renewal process, including mailing membership renewal notifications, to the membership in conjunction with the Treasurer.

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- viii. Develop and maintain lists of influential citizens of Colorado who should be kept aware of the principles, purposes and activities of the Association.
 - ix. Evaluate and maintain membership brochures/applications, membership cards and promote membership.
 - x. Submit names of potential committee members to the President for appointment consideration.
 - xi. Facilitate the transition to a new Director of Membership upon the conclusion of term.
- l) Additional duties of the Director of Students
- i. Receive mentoring and orientation from the immediate past president.
 - ii. Promote student participation in the association from all related disciplines/academic programs.
 - iii. Select candidates for committee chairperson to be selected at the annual meeting with assistance from the immediate past president.
 - iv. Promote the mission of the Colorado Public Health Association at student/school events and activities.
 - v. Submit names of potential committee members to the President for appointment consideration.
 - vi. Facilitate the transition to a new Director of Students upon the conclusion of term.
- m) Additional duties of the PHNAC Representative
- i. Be approved by the Board and represent an occupational discipline, a program area or other organization with a strategic role in public health.
 - ii. Have a minimum number of members as determined by the Board or be dissolved.
 - iii. Provide representation on the Board of Directors by the Chair or an official representative and be entitled to one vote in Board action.
 - iv. Be open to all members of the Association.
 - v. Maintain all records and reports of the affiliate organization to submit to incoming officers.
 - vi. Follow the guidelines in the bylaws and any special rules of the Association when conducting the business of the affiliate organization.
 - vii. Abide by the affiliate agreement.
 - viii. Facilitate the transition to a new PHNAC Representative upon the conclusion of term.
- n) COSOPHE Representative
- i. Provide regular reports on COSOPHE business and activities.
 - ii. Provide regular reports to COSOPHE board/members on CPHA business and activities.
 - iii. Seek opportunities to partner on advocacy, continuing education, and recruit new members.

- iv. Facilitate the transition to a new COSOPHE upon the conclusion of term.

POLICY 3: ACCOUNTING AND CONTROL

- a) The Treasurer shall maintain an annual budget that seeks to preserve a minimum \$15,000.00 equity in the sum total of all cash accounts of the Association.
- b) All check drafts of the Association, exceeding \$1500.00, shall require two signatures.
- c) The Past President and Treasurer shall jointly review the bank statements, reconciliation reports, deposit records, and check register of the Association on quarterly basis, or more often as needed.
- d) The Association shall cause to be performed an external audit of Association financial records at least once every three years, as funds are available. In years where an external audit is not performed, The Past President will perform an internal audit.

POLICY 4: AFFILIATES AGREEMENT

- a) A COSOPHE representative will attend and actively participate in CPHA board meetings.
- b) A COSOPHE representative will provide the CPHA board with updates on COSOPHE business and activities.
- c) A COSOPHE representative will communicate CPHA business and activities to the COSOPHE board.
- d) A COSOPHE representative will seek opportunities to partner with CPHA on promoting shared advocacy priorities, increasing membership to COSOPHE and CPHA, and offering joint continuing education events.

POLICY 5: ANNUAL ASSOCIATION MEETING

- a) All Annual Association Meetings shall be held in a smoke free jurisdiction and facility.
- b) Political leaders such as mayors, councilors and commissioners from the county in which the Annual Association Meeting is convened shall receive an invitation to address the Membership at that meeting.
- c) The Professional Education Committee is directed to buy and use recycled products for all conference materials whenever feasible and use sustainable “green” practices when available.
- d) Notice of the Annual Association Meeting shall occur at least six weeks in advance of the opening date of the meeting.
- e) The Professional Education Committee is directed when feasible to use “Dietary Guidelines for Americans” when planning meal functions.

POLICY 6: RELEASE OF MEMBERSHIP CONTACT INFORMATION TO OTHER ORGANIZATIONS

Not finalized yet.

POLICY 7: ADMINISTRATIVE SUPPORT - PUBLIC RELATIONS

- a) The Public Health Alliance of Colorado will provide administrative support to CPHA. Specifics are found in the current MOU held by the President Elect.
- b) Develop public information items for release to the media concerning such items as awards, the Annual Meeting and Association activities (etc.).
- c) Develop plans for enhancing the public image of the Association by conducting statewide public information campaigns on issues supported by the Association.
- d) Collaborate with the Membership Committee to evaluate and maintain brochures promoting membership.
- e) Publish a news bulletin and establish deadlines for news items to be accepted for printing by the first Board meeting following the Annual Meeting.
- f) Use technology effectively to enhance the communication of the organization.

POLICY 8: DEVELOPMENT OF LEGISLATIVE AGENDA AND PROTOCOLS FOR ACTION

CPHA will have a Legislative Agenda that advances public health policy issues. This Agenda will include 3-5 top priority legislative items and up to 10 legislative topics to monitor. The Legislative Agenda will guide the activities of the Public Health Policy Director, the Public Health Policy Committee, and contract lobbyist.

- a) Process for developing CPHA Legislative Agenda:
 - 1. Initial Process: The CPHA Board of Directors will review, discuss, and decide on a Legislative Agenda in November of each year during an Annual Retreat.
- b) Protocols for Changes:
 - 1. Primary Protocol: The CPHA Board of Directors shall have the authority to make changes or additions to the CPHA Legislative Agenda at the monthly Board meetings.
 - 2. Urgent Protocol: If issues or bills of concern arise between Board meetings that were not considered in the original Legislative Agenda, the Public Health Policy Director, Board President, and President Elect shall decide how to amend the Legislative Agenda, and give authority to the contract lobbyist to act accordingly. If there is an issue about which of these three Directors are unable to reach adequate consensus, or that requires additional information to make a more

informed decision, they may choose to refer the issue to the Board of Directors for a decision. If time permits and the three Directors determine it is necessary, the President may call an emergency meeting of the Board of Directors for this purpose.

Note: If this urgent protocol is utilized, the Board of Directors shall be notified via email within one week, and shall ratify any such decision at its next Board meeting.

3. Note: An Active Public Health Policy Committee would allow a third protocol between the primary and urgent protocols, such as a secondary protocol. For example:
 - a) Secondary Protocol: If issues or bills of concern arise between Board meetings, the Public Health Policy Committee shall meet and decide upon an addition or change to the Agenda for the specific issue or bill. The decision shall be ratified by the Board at their next regularly meeting, but action may begin based on the new agenda prior to the Board's next meeting.

POLICY 9: DECISIONS BY EMAIL PROTOCOL (Adopted: July, 2001)

- a) A Board Member may make a motion by email by sending it to the President. The email to the President states “the President would entertain a motion to...”
- b) If the President states she/he would entertain a motion, then a Board Member responds by making a motion via email and sending it to all the Board Members.
- c) President states the motion, who made the motion, and asks “ Is there a second to the motion?” sending the question to all Board Members via email.
- d) A Board Member responds by sending an email message to all Board Members stating I second the motion to (stating the full motion again)
- e) The President sends an email to all Board Members saying, “The motion made by _____ to..... has been seconded by _____.” “Is there any discussion?”
- f) The majority of the Board Members respond to the President by email saying I have no points to make during the discussion or making a point during the discussion and sending the communication to all Board Members via email.
- g) The President states, “I have received email messages from the majority of the Board Members regarding their opportunity to participate in the discussion. “Would you like to continue the discussion or would someone like to call the question?”
- h) Discussion continues if Board Members send email messages discussing the motion to all Board Members.
- i) Discussion ceases if the Board Members or the President receives an email message stating, “I call the question.”

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- j) If the President receives a message calling the question first, the President sends an email to all Board Members stating, "...has called the question." All those in favor say "yes", all those opposed say "no", all those abstaining say "abstain."
- k) When the majority of the Board Members have sent an email to the President voting yes, the President sends an email to all Board Members stating, "the motion made by _____ and second by _____ to..... has passed."
- l) When the majority of the Board Members have sent an email to the President voting no or abstaining from the vote, the President sends an email to all Board members stating. "The motion made by _____ and seconded by _____ to..... has failed."
- m) After the President receives all of the Board's votes, the President sends another email stating how the entire Board voted on the motion for the record.
- n) The Secretary records the motion, maker of the motion, Board Members' votes and the final decision in minutes dated the day of the final summary of the votes and files the minutes in chronological order with all meeting minutes.
- o) The secretary reports in the reading of the minutes for approval at the following Board meeting the details of the motion for the Board's formal approval regarding the record about the Board's decision.

POLICY 10: CONFERENCE PLANNING AND IMPLEMENTATION POLICY

- a) The Colorado Public Health Association (Association), the Public Health Nurses Association of Colorado, and the Colorado Society of Public Health Education by this policy mutually agree to form a partnership to produce the annual Public Health in Colorado Conference (Conference).
- b) PURPOSE: The intent of this policy is to delineate the primary responsibilities of, and benefits to, each Affiliate organization for the planning and implementation of the Conference. This partnership functions to support the business and professional educational needs of the respective memberships of each organization and public health practitioners, generally. Furthermore, having a vested interest in the health and well being of the people of the Rocky Mountain region, each Affiliate organization enters into this partnership to assure that the Conference is of the highest quality.
- c) GENERAL UNDERSTANDING:
 - i. The Colorado Public Health Association will serve as the lead organization and fiduciary for the planning and implementation of the Conference. The Board of the Association will provide general financial and oversight support to the Conference planning process and review and sustain major financial decisions of the Conference planning committee including the negotiation of the Conference facility contract, the budget, and the distribution of revenues to the Affiliates.

- ii. A Conference planning committee is formed in the Association's Bylaws for the purposes of producing the Conference. The Directors of Professional Education of the Association shall serve as the Conference chairs.
 - iii. If an Affiliate withdraws from planning prior to the end of the Conference, such withdrawal releases the remaining Affiliates from any financial obligation to the withdrawing party including, but not limited to, disbursements due to the Affiliate at the end of the Conference program. Early withdrawal does not, however, release the withdrawing party from any financial obligation to the remaining Affiliates due to fund short falls at the end of the program.
- d) AFFILIATE RESPONSIBILITIES:
- i. Each Affiliate shall have as a major organizational goal, to support and sustain the Conference.
 - ii. Each Affiliate shall participate in major decisions regarding the viability, purpose, and direction of the Conference.
 - iii. Each Affiliate shall actively market and promote the Conference to its membership.
 - iv. Each Affiliate shall contribute financial resources to the Conference, if the need arises, including but not limited to any fund shortfalls at the completion of the program.
 - v. Each Affiliate agrees to appoint at least one, and no more than two, representatives to the Conference planning committee. The appointed representatives will, by their agreement to serve, participate in and be accountable for the full year of planning activities. The Conference Planning Committee may, at its discretion, add additional members to the planning committee.
 - vi. Affiliate representatives to the planning committee will agree to attend all regularly scheduled planning meetings, as reasonably possible, and accept delegated duties as mutually agreed to by the Conference planning committee.
- e) AFFILIATE BENEFITS:
- i. Each Affiliate will receive equal representation in all promotional and informational materials for the Conference.
 - ii. Each Affiliate will receive a discount registration rate for its active membership.
 - iii. Registration fees will be waived for up to two Affiliate delegates to the planning committee. At its discretion, the Conference planning committee may also waive or reimburse other costs associated with participation on the planning committee.
 - iv. Each Affiliate will be an equitable beneficiary of any net proceeds generated from the Conference. Funds shall be distributed on a "base" plus "prorate" basis relative to the Affiliate membership composition of the Conference attendance. Until revised in this policy, the formula for sharing revenues will be: (5% of net revenues) + (remainder of net

revenues after base is calculated, proportioned by Affiliate member composition of total attendance). *Base prorata.*

POLICY 11: USE OF CPHA NAME AND LOGO

- a) Ownership of Name and Logo. The Association's name and logo are the exclusive property of CPHA. A member does not retain the right to use this trademark simply because he/she is a member of CPHA. CPHA reserves the right to refuse use of the name and/or logo to any individual or entity.
- b) Approval of CPHA's Board of Directors is required for use of the CPHA name or logo for:
 - i. Any event; or
 - ii. Any event organized by either a commercial or not-for-profit meeting organizer that will be promoted beyond an CPHA's membership; or
 - iii. Any publication (print or electronic);
 - iv. Any publication (print or electronic) involving an organization other than CPHA.

POLICY 12: PAST- PRESIDENT'S CLUB

- a) The purpose of the Colorado Public Health Association (CPHA) Past-President's Club is social, with opportunities provided to share ideas and to stay in touch. Under this concept, former CPHA leaders remain involved; can offer expertise, and a historical perspective, especially when difficult decisions arise. Club members also offer support (e.g., communications, suggestions, encouragement, etc.) to current board members.
- b) With past presidents sharing their experiences, expertise, and knowledge, CPHA members may be motivated and inspired to run for an officer position and gain the knowledge and experience required to become a future CPHA president.
- c) CPHA members who have served as President are automatically members of the club.
- d) The President Elect acts as a liaison for club members, bringing suggestions, opinions, and information to the former Presidents and the current CPHA Board of Directors. The President Elect also calls together members, keeps up-to-date contact information, takes notes, and assists in the preparation of the Club meetings.
- e) The Immediate Past-President provides guidance; serves as a resource to Club officers and members; and promotes the Club's efforts to become a Distinguished Club.