

**THIRD AMENDED AND RESTATED
BYLAWS
OF THE
COLORADO PUBLIC HEALTH ASSOCIATION**

Adopted as of December 21, 2023

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ARTICLE I
CORPORATE NAME, PURPOSE AND POWERS

- Section 1 **Name.** The name of the nonprofit Association shall be the “Colorado Public Health Association” (the “**Association**”).
- Section 2 **Incorporation.** The Association is organized under the Colorado Revised Nonprofit Corporation Act (the “**Act**”).
- Section 3 **Offices.** The principal office of the Association shall be located within or without the state of Colorado, at such place as the Association’s board of directors (the “**Board**”) shall from time to time designate. The Association may maintain additional offices at such other places as the Board may designate.
- Section 4 **Agent.** The Association shall have and maintain within the State of Colorado a registered office at such place as may be designated by the Board.

ARTICLE II
MEMBERSHIP

- Section 1 **Membership.** The Association shall have a single class of voting members (each, a “**Member**” and, collectively, the “**Members**”). The Association shall have no capital stock or stockholders. Membership in the Association shall be unrestricted by consideration of age, sex, color, creed, disability, nationality, race, ethnicity, religion, geographic location, gender identity or expression, sexual orientation, or any other consideration made unlawful by federal, state, or local laws.
- Section 2 **Termination of Membership.** The Board, by two-thirds vote of all of the Board Members (as defined below) voting, may suspend or expel a Member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be (i) in default in the payment of dues for the period fixed in the Association’s Board of Directors Policy and Procedure Manual (the “**Policy and Procedure Manual**”) or (ii) in violation of the Association’s Code of Conduct (the “**Code of Conduct**”) and the Code of Conduct Policy and Procedures (the “**Code of Conduct Policy**”), in accordance with the terms of the Code of Conduct and Code of Conduct Policy. Upon a written request signed by a terminated Member filed with the Secretary, the Board may, without obligation, by the two-thirds vote of the Board voting on such matters, reinstate such terminated Member to membership upon such terms as the Board may deem appropriate.
- Section 3 **Resignation.** Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not (i) relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid, nor (ii) entitle Member so resigning to a refund of any dues paid to the Association.

- Section 4 **Transfer of Membership.** Membership in the Association is non-transferable and non-assignable.
- Section 5 **Voting.** Each Member shall be entitled to one vote in the general business of the Association.
- Section 6 **Action by the Members.** A majority of the votes entitled to be cast on a matter to be voted upon by the Members present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Third Amended and Restated Bylaws of the Association (“**Bylaws**”).

ARTICLE III
MEETINGS OF THE MEMBERS

- Section 1 **Annual Meeting.** The Association shall have an annual meeting of the Members, this meeting being the regular meeting of the Members, each year at such time and place as may be fixed from time to time by resolution of the Board (the “**Annual Association Meeting**”) for the purposes of electing Directors and Officers, and the transaction of any other business of the Association.
- Section 2 **Notice.** Unless stated otherwise herein, the Board will make good faith efforts to provide Members with written notice stating the place, day, time and a description of the matters to be voted on of the meeting shall be delivered personally not less than twenty-one (21) days before the date of the meeting, by or at the direction of the President or the Secretary. Notice is given when deposited if given by United States mail with postage prepaid, or when sent if given by electronic mail. For the avoidance of doubt, the failure of the Board to provide Members notice of a meeting shall not make any decisions made at such meeting improper or invalid.
- Section 3 **Waiver.** Members may waive these notice requirements in a signed writing delivered to the Association. Notice of a meeting need not be given to any Member who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without objecting at the beginning of the meeting to the holding of or votes pursuant to the meeting or the transacting of business at the meeting.
- Section 4 **Action Without Meeting.**
- (a) Written Consent. Any action that may be taken at a meeting of the Members may be taken without a meeting if Members entitled to vote thereon unanimously agree and consent to such action in writing.
 - (b) Ballot. Any action that may be taken at an Annual Association Meeting may be taken by written ballot, electronic or otherwise, if each Member entitled to vote receives a ballot from the Association contemporaneously with other voting materials issued to Members in advance Annual Association Meeting.

ARTICLE IV
BOARD

- Section 1 **Board of Directors.** The business and affairs of the Association shall be managed by a board of directors (the “**Board**”), consisting of Officers and Directors (each a “**Board Member**”) duly elected pursuant to Article V and Article VI, as applicable. The Board shall consist of at least seven (7) Board Members, not to exceed fifteen (15) Board Members, provided that the amount of Board Members on the Board shall always be an odd number.
- Section 2 **Qualifications.** Each Board Member must be a Member in good standing with the Association for the duration of their term.
- Section 3 **Attendance.** Each Board Member must attend at least 75% of the meetings of the Board that occur during such Board Members term.
- Section 4 **Quorum.** A majority of Board Members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board; but if there is less than a majority of the Board Members entitled to vote are present at said meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.
- Section 5 **Action of the Board.** Unless otherwise required by law, the vote of a majority of the Board Members present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Except as otherwise stated in Article VI, Section 1 of these Bylaws, each Board Member present shall have one vote. Actions of the Board shall be recorded in the minutes prepared for each meeting at which any such action is taken.
- Section 6 **Place and Time of Board Meetings.** The Board may hold its meetings at the office of the Association or at such other places, including via video conference or other electronic medium, either within or without the State of Colorado, as it may from time to time determine. If the meeting is held outside the State of Colorado, notice must be given by mail, electronic mail or telephone not less than ten (10) days before the meeting, and said notice shall contain the date, place and purpose of the meeting. Notice is given when deposited if given by United States mail with postage prepaid, or when sent if given by electronic mail or telephone.
- Section 7 **Notice of Meetings; Adjournment.**
- (a) Unless otherwise stated herein, meetings of the Board may be called by the President (as defined below) or Secretary (as defined below) by written request of any Board Member after giving seven (7) days’ notice to each Board Member either personally or by mail, electronic mail or telephone. Notice of a meeting need not be given to any Board Member who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without objecting at the beginning of the meeting to the holding of the meeting or the transacting of business at the meeting.

(b) A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Board Members who are absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Board Members.

Section 8 **Presumption of Assent.** A Board Member who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she objects at the beginning of such meeting to the holding of the meeting or the transacting of business at the meeting and either (a) contemporaneously requests that their dissent from the action taken be entered in the minutes of such meeting, or (b) files their written dissent to such action with the person presiding at the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. The right of a Board Member to dissent as to a specific action taken in a meeting of the Board pursuant these Bylaws is not available to a Board Member who votes in favor of such action.

Section 9 **Unanimous Written Consent of the Board.** Any action that may be taken by vote at a meeting of the Board may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by each Board Member entitled to vote on such matter, and delivered to the Secretary for inclusion in the minutes or for filing with the corporate records. Action taken under this Section is effective when all Board Members have signed the consent unless the consent specifies a different effective date. Such consent has the same force and effect as a unanimous vote of the Board Members or committee members and may be stated as such in any document. In the event that an action has been discussed at a meeting of the Board but was not subsequently voted on at such meeting, such action may be taken without a subsequent meeting if the action is evidence by a written consent describing the action taken and signed by the amount of Board Members required to take such action pursuant to these Bylaws.

Section 10 **Compensation.** No compensation shall be paid to any Board Member, as such, for their services. Nothing herein shall be construed to preclude any Board Member from serving the Association in any other capacity or for being advanced or reimbursed for expenses incurred in the performance of their duties.

ARTICLE V OFFICERS

Section 1 **Designation of Officers.** The officers of the Association shall be the President, President-Elect, Past President, Secretary, Treasurer, Affiliate Representative to the Governing Council of the American Public Health Association and Health Equity Officer (each, an “**Officer**”).

Section 2 **Election and Term of Office.** Unless stated otherwise herein, Officers shall be elected for a three year term by a majority vote of the Members voting for each

such Officer; provided, however, that the nominees for Secretary, Treasurer and Affiliate Representative to the Governing Council of the American Public Health Association shall be determined by a majority vote of the Board voting for such nominees and subject to ratification by the Members. For the avoidance of doubt, any person elected as President-Elect shall serve a three year term, with such person serving the first year of the term in the role of President-Elect, the second year of the term in the role of President and the third year of the term in the role of Past President.

Section 3 **Removal and Resignation.** Any Officer be removed for cause, including without limitation upon a material breach of the Code of Conduct, by a two-thirds vote of the Board voting for such removal, at any time. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4 **Vacancies.** Unless otherwise stated herein, a vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the process set forth in Article V, Section 2, the timing of which shall be determined by the Board, for the unexpired portion of the term; provided, however, if such vacancy occurs within three months of the subsequent Annual Association Meeting, the Board may determine that such vacancy shall remain open until such Annual Association Meeting.

Section 5 **President, President-Elect and Past President.** Notwithstanding anything to the contrary contained in these Bylaws:

(a) Election and Term of Office.

(i) The President-Elect shall be elected by a majority vote of the Members voting for the President-Elect. The President-Elect shall automatically assume the role of President at the close of the President-Elect's term as President-Elect. The President shall automatically become Past President for a term of one year at the close of the President's term as President.

(ii) The term of the each of the President-Elect, President and Past President shall be one year commencing on January 1 immediately following to the date of the Annual Association Meeting and continue through the close of the Annual Association Meeting one year later.

(b) Duties of the President.

(i) Preside over meetings of the Board and the Annual Association Meeting as chairman, or in his or her absence the next highest Officer shall serve in such capacity.

- (ii) Sign and execute in the name of the Association all deeds, contracts and other instruments authorized by the Board.
 - (iii) Prepare agenda for all meetings of the Board and the Association, with Board input.
 - (iv) Assure, in coordination with the Treasurer, annual internal or external audits of Association's financial records.
 - (v) Perform all other duties incident to the office of President and as the Board may assign.
- (c) Vacancies.
- (i) Any vacancy in the office of President shall automatically be filled by the President-Elect who will continue to serve as both President and President-Elect for the unexpired portion of the term
 - (ii) Any vacancy in the office of Past President shall automatically be filled by the President who will continue to serve as both President and Past President for the unexpired portion of the term.

Section 6 Duties of the Secretary. The Secretary shall:

- (a) Attend and keep the minutes of all the meetings of the Board.
- (b) Ensure that copies of approved minutes of such meetings are placed in permanent files of the Association.
- (c) Keep in safe custody the seal of the Association and affix it to any instrument when authorized and shall keep all the documents and records of the Association as required by law or otherwise in a proper and safe manner.
- (d) Perform all duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the President or the Board.

Section 7 Duties of the Treasurer. The Treasurer shall:

- (a) Have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the corporate books.
- (b) Deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board and disburse the funds of the Association as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements.

- (c) Render to the President and the Board at the regular meetings of the Board, or whenever they require it, an account of all transactions that were made as Treasurer and of the financial condition of the Association. The Treasurer shall be furnished, at his or her request, with such reports and statements as he or she may require from the Committees, Officers and agents as to all financial transactions of the Association.
- (d) Perform all duties incident to the office of Treasurer and such other duties as may be prescribed from time to time by the President or the Board.

Section 8 **Duties of the Affiliate Representative to the Governing Council of the American Public Health Association.**

- (a) The Affiliate Representative to the Governing Council of the American Public Health Association acts as a liaison and representative of the Association to the American Public Health Association (the “**APHA**”).
- (b) Perform all duties incident to the office of Affiliate Representative to the Governing Council of the American Public Health Association and such other duties as may be prescribed from time to time by the President or the Board.

Section 9 **Duties of the Health Equity Officer.** Perform all duties incident to the office of Health Equity Officer and such other duties as may be prescribed from time to time by the President or the Board.

ARTICLE VI
DIRECTORS

Section 1 **Designation of Directors.** The directors of the Association shall consist of those directors duly elected to Article VI, Section 2 below (each, a “**Director**”). There shall be four specially designated Directors, one for each of the following positions: (a) Public Health Nurse Director, (b) Emerging Leader Director, (c) Rural/Frontier Director and (d) Policy Director (collectively, the “**Director Seats**”). Each Director fulfilling a specially designed Director Seat must meet the additional criteria required for such specially designated Director Seat as provided in the Policy and Procedure Manual.

Section 2 **Election and Term of Office.**

- (a) Directors: A Director shall be elected by a majority vote of the Members voting for each such Director. The term of a Director shall be three years commencing on January 1 immediately following the date of the Annual Association Meeting in which such Director was elected.
- (b) Members-At-Large. A Member-At-Large shall be elected by a majority vote of the Members voting for each such Member-At-Large; provided, additional Members-at-Large may be appointed by the President. The term

of the Members-At-Large shall be three years commencing on January 1 immediately following the date of the Annual Association Meeting in which such Member-At-Large was elected.

Section 3 **Removal and Resignation.** Any Director or Member-At-Large may be removed for cause, including without limitation upon a material breach of the Code of Conduct, by a two-thirds vote of the Board voting for such removal, at any time. Any Director or Member-At-Large may resign at any time by giving written notice to the Board, the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4 **Vacancies.**

(a) Directors. In the event that there is a vacancy in the office of any Director, the Board shall determine in its discretion whether such vacancy needs to be filled prior to the next Annual Association Meeting. If the Board determines that such vacancy should be filled prior to the next Annual Association Meeting, such vacancy shall be filled in accordance with the process set forth in Article VI, Section 2, the timing of which shall be determined by the Board, for the unexpired portion of the term.

(b) Members-At-Large. In the event that there is a vacancy in the office or offices of the Members-At-Large, the Board shall determine in its discretion whether such vacancy needs to be filled prior to the next Annual Association Meeting. If the Board determines such vacancy should be filled prior to the next Annual Association Meeting, such vacancy shall be filled in accordance with the process set forth in Article VI, Section 2, the timing of which shall be determined by the Board, for the unexpired portion of the term.

Section 5 **Additional Director Duties.** In addition to those duties prescribed by law, additional duties of each Director may be described in Association Policy and Procedure Manual.

ARTICLE VII COMMITTEES

Section 1 **Powers of Committees.** The Association may have one or more committees which may from time to time be designated by resolution adopted by a majority vote of the Board voting on such designation, each of which committees, to the extent provided in such resolution, shall have and may exercise the authority of the Board. Actions taken at a meeting of any committee shall be kept in a record of its proceedings. The record shall be reported to the Board at its request. However, no committee can take the following actions:

(a) Amend, alter or repeal these Bylaws or adopt new Bylaws;

- (b) Elect, appoint or remove any member of any such committee or any Director or Officer;
- (c) Amend or repeal the Articles, or adopt a plan of merger or consolidation with another entity;
- (d) Authorize the sale, lease or exchange of all of the property and assets of the Association;
- (e) Authorize the voluntary dissolution of the Association;
- (f) Adopt a plan for the distribution of the assets of the Association; or
- (g) Amend, alter or repeal any resolution of the Board.

Section 2 **Term of Office.** Each chairperson of a committee shall continue as such until the next Annual Association Meeting or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such chairperson be removed from such committee, or unless such chairperson shall cease to qualify as a member thereof.

Section 3 **Action of the Committee.** The vote of a majority of the committee members present at the time of the vote shall be the act of said committee. Each committee member present shall have one vote. Actions of each committee shall be recorded in the minutes prepared for each meeting at which any such action is taken.

Section 4 **Committees.** Committees may be composed of any number of Officers, Directors or Members as the Board may designate from time to time. The Committees adopted pursuant to these Bylaws are:

- (a) The Executive Committee, which shall be chaired by the President, and may act in the absence of the Board within the parameters and limitations set forth by the Board, provided that the Executive Committee shall not operate to circumvent the responsibility and authority vested in the Board. The Executive Committee shall be responsible for conducting an annual job performance review of the President.
- (b) The Finance Committee, which shall be chaired by the Treasurer, and shall make recommendations concerning the Association's finances and develops the Association's budget. The Finance Committee shall approve the annual budget and monitor the budget by reviewing financial reports and forecasts.
- (c) The Governance Committee, which shall be chaired by the President-Elect and/or Secretary, and shall review the Association's governance issues and recommends appropriate governance policies. The Governance Committee shall lead the Board development and recruitment process, establishes

Director responsibilities and monitors progress on fulfilling these obligations.

ARTICLE VIII
AFFILIATE ORGANIZATIONS OF THE ASSOCIATION

- Section 1 The Association shall be affiliated with the APHA and shall maintain an affiliate status in accordance with all relevant affiliation criteria and provisions.
- Section 2 The Board may enter into a formal written affiliation agreement (“**Affiliate Agreement**”) between the Association and another organization by a majority vote of the Board voting on such decision at any time if the Board deems such an agreement to be 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 of directors agrees to abide by an Affiliate Agreement as set forth in Association Policy and Procedures Manual.
- Section 3 An Affiliate Agreement may be dissolved by a majority vote of the Board voting on such dissolution at any time, provided, however, the Association’s affiliation with the APHA may only be dissolved by a two-thirds vote of the Members voting on such dissolution and affirmed by a two-thirds of the Board affirming such dissolution.

ARTICLE IX
ORGANIZATIONAL GOVERNANCE

- Section 1 **Governance.** “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 **Amendment.** These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by the majority vote of the Board voting on such amendments at any regular or special meeting except as otherwise provided by law.

CERTIFICATION OF ADOPTION OF THIRD AMENDED AND RESTATED BYLAWS

I certify that I am the President of the Association and have been designated by the Board of Directors of the Association to act in such capacity. I also certify that the foregoing Third Amended and Restated Bylaws have been adopted as the Bylaws of the Association by its Board of Directors, and that these Third Amended and Restated Bylaws, as of the date of this certificate, have not been repealed, altered, amended, restated or superseded, and remain in full force and effect.

By: Wivine Ngongo
Name: Wivine Ngongo
Title: President