



COLORADO
PUBLIC HEALTH ASSOCIATION

BYLAWS
OF THE
COLORADO PUBLIC HEALTH ASSOCIATION

Amended and Fully Restated
Drafted August 15, 2016

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INTRODUCTION:

These amended bylaws of the Colorado Public Health Association were ratified based on a majority vote of the Members at the September 20, 2012 Annual Association Meeting.

The Colorado Public Health Association (CPHA) is an affiliate of the American Public Health Association. The membership of the Colorado Public Health Association is made up of individuals from public health disciplines as well as persons interested in the advancement of public health.

The By-laws of the Colorado Public Health Association give structure to the organization, delineate the powers of the Board of Directors, the Officers and Executive Committee, and Director roles and briefly describe the basic responsibilities of each. However, the By-laws are not intended to provide guidelines and procedures recommended for carrying out the basic duties of CPHA officers. The CPHA By-Laws and Policies & Procedures Manual contain the procedures and standards of operation for officers. The information in this Manual should serve as a guide to Officers, Directors, and representatives in carrying out their respective duties.

A copy of this manual is provided electronically to each member of the Board of Directors.

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 provide a welcoming forum to advance public health education, knowledge and expertise through a variety of channels.

Section 2. To provide opportunities for Association Members to be informed and active public health advocates.

Section 3. To expand and strengthen the public health network in Colorado.

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 that may include, but are not limited to 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) *Organization:* 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 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.
- a) The President assures that Association activities are conducted in accordance with policy, law, and the objectives established by the Board and the Membership.
 - b) 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.
 - c) 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.
 - d) The President shall automatically become Past President at the close of the term as President.
 - e) 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.

- f) Any vacancy in the office of President shall be filled by the President Elect for the remainder of the term.
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.
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.
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, the Communications Director, and the Member-at-Large.**

Section 2. The **Professional Education Directors** shall be responsible for all activities associated with the production of the Annual Association Meeting and annual Public Health in the Rockies conference. There shall be two Board positions for Director of Professional Education, each serving staggered terms. The position shall serve as the Junior Chair in the first year of the term and Senior Chair in the second year of the term. The Directors of Professional Education shall each hold a vote in the business of the Board.

- a) The Professional Education Directors 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 Directors shall be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
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 and positions 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.
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.
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. The **Communications Director** is responsible for directing CPHA's communications activities, including but not limited to the CPHA website, membership or public communications, and any other media or marketing.

- a) The Communications 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 Communications 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 Communications Director shall be described in organizational policy.
- d) Any vacancy in the office of Communications Director shall be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
- e) A Communications Director may be removed by a two-thirds majority vote of the Board.

Section 7. A **Member at-Large** shall assist other directors with projects on an as needed basis.

- a) The Member-at-Large shall be elected by a majority vote of the combined total of Members voting each 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) Additional Members-at-Large may be appointed by the President. Sections 7a-e also apply to Members-at-Large appointed by the President.
- c) The term of Member-at-Large 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 two years later.
- d) Any vacancy in the Member-at-Large may be filled by appointment of the President, with confirmation of the Board, for the remainder of the term.
- e) A Member-at-Large may be removed by a two-thirds majority vote of the 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 annual Public Health in the Rockies conference, 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. 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 or working groups 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 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 of Golden in Jefferson County, CO, exclusively for such purposes or to such organization or organizations