

MARYLAND PUBLIC HEALTH ASSOCIATION, INC.
BY-LAWS NOVEMBER 2009
ARTICLE I – NAME

Revisions Approved September 20, 2012

The name of the Association, incorporated under the laws of Maryland, is the **Maryland Public Health Association, Inc. (MdPHA)**.

ARTICLE II - MISSION AND VISION

The mission of MdPHA is: to protect and promote personal, community, and environmental health; to prevent disease, injury, disability, and premature death; and to advance the physical, emotional, social and environmental well-being of all Marylanders.

MdPHA will exercise leadership with health professionals and the general public on health policy development and action through the support of educational programs and outreach, with particular focus on the inter-relationship between health and the quality of life, and on state policies for health care, disease prevention, and services.

ARTICLE III - MEMBERSHIP

Section 1. Categories

There are four (4) categories of individual membership: Regular, Student, Retired, and Organizational.

- a. **Regular** members are those persons who are professionally engaged in or are otherwise interested in working toward the objectives of the Association.
- c. **Student** members are those persons who are enrolled as full-time students.
- d. **Retired** members are those persons who are retired from employment.
- e. **Organizational** members are memberships given to any organization or entity that is professionally engaged in or otherwise interested in working towards the objectives of the Association. Organizational membership includes up to five (5) regular memberships.

Section 2. Privileges of Membership

Persons in good standing within each membership category:

- a. shall maintain voting privileges (one vote each) on each matter submitted to a general vote of the MdPHA membership, and
- b. shall be entitled to stand for election to any MdPHA office listed under Article VI.
- c. may partake in/of any additional membership benefits as determined by the Board of Directors.

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Section 3. Dues

a. Membership dues are determined by the Board of Directors and shall be levied annually at the beginning of the fiscal year or other designated time as determined by the Board of Directors.

b. To be in good standing, a member shall pay the required dues within the time prescribed by the Board of Directors.

Section 4. Equal Opportunity Policy Statement

The MdPHA, in its goal of promoting the health of the public, seeks to include in its leadership and general membership individuals who are representative of the entire population regardless of race, color, national origin, religion, gender, sexual orientation, disability or socioeconomic status.

ARTICLE IV - FISCAL YEAR

The fiscal year for the Association shall be the calendar year beginning on January 1 and ending on December 31 of the same year.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1. Annual Meeting

a. The Association shall hold an annual meeting of the MdPHA Membership each fiscal year on a date, time, and place as designated by the Board of Directors.

b. The annual meeting shall be held for the purpose of electing officers, receiving reports from the Board of Directors, conducting educational sessions, and conducting any other business that may arise as determined by the Board of Directors.

c. Members are permitted to introduce new business at the annual meeting.

Section 2. Special Meetings of the Membership

a. Special meetings of MdPHA may be called by the President, the Board of Directors, or by petition of five percent (5%) of the membership.

b. The purpose of special meetings shall be clearly indicated in the notice of the meeting.

c. An affirmative vote of a majority (50% + one) of the members present at a special meeting is required to introduce any business that was not stated in the notice of the meeting.

Section 3. Notice of Meetings

Notices stating the date, time, and place of any annual or special membership meeting shall be sent to each member of the Association at least 30 days prior to

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the meeting. Notices may be sent via written materials, email, or other electronic means.

Section 4. Voting Procedures for Membership Meetings

a. Ten percent (10%) of the members of MdPHA shall constitute a quorum necessary to conduct business at a membership meeting.

b. The vote of a majority (50% + one) of the members present at a membership meeting at which a quorum is present is needed to adopt any matter voted upon by the membership, unless specific voting procedures are otherwise required by the Articles of Incorporation or these By-laws.

ARTICLE VI - OFFICERS

Section 1. Nomination and Election of Officers

a. The chairperson of the Nominating Committee (the Immediate Past President) shall select at least three MdPHA members to constitute this Committee.

b. Elections for the Officers, the President-Elect, Secretary, Treasurer, and American Public Health Association (APHA) Representative, and five (5) of the At-Large Directors of the Association will be held at every other Annual Meeting of the Association.

c. The Nomination Committee shall identify at least one consenting nominee for each officer position up for election. The committee shall open nominations to the MDPHA membership via means of electronic communication (e.g., e-mail). The MDPHA membership shall be notified of the slate of candidates at least 30 days prior to voting at the Annual Meeting.

d. Officers are elected for two-year terms.

e. At-Large Directors are elected for staggered, two-year terms. The Nominating Committee shall be charged with determining the rotation of the At-Large Directors.

f. With the consent of the nominee, nominations for any office may be made from the floor during the Annual Meeting. The nominee must be present at the time of the floor nomination.

g. At the Annual Meeting, the membership will elect, from the slate of candidates for that year, the following officer positions as they come up for election: President-Elect, Secretary, Treasurer, APHA Representative, and five (5) of the At-Large Directors.

h. To be elected, the President-Elect, Secretary, Treasurer and APHA Representative must receive a majority (50% + one) of votes cast. If no candidate for a position receives a majority vote, a subsequent run-off election with the top two candidates for the position shall be held immediately afterward.

i. The five candidates for At-Large Director who receive the highest vote count shall be recorded as elected.

j. New Officers and At-Large Directors shall take office at the first meeting of the Board of Directors following the Annual Meeting; this meeting shall take place no later than 35 days after the Annual Meeting.

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k. The office of President, if a vacancy should occur, shall be filled by the President-Elect. Vacancies of other offices and directors that may occur between annual elections shall be filled by majority election of the Board of Directors, pending a minimum of 15 days notice to the membership prior to the meeting at which the election shall take place. A call for nominees to fill such vacancies will be sent to the membership via means of electronic communication (e.g. e-mail).

l. To facilitate transitions from retiring to active officers, retiring officers shall communicate and transfer all records, guidance materials, manuals, supplies, equipment, or other information incidental to their office.

m. Officers and At-Large Directors shall not receive any salary for their services to MDPHA. A fixed fee and/or travel reimbursement may be allowed to cover travel expenses for attendance at meetings on behalf of MdPHA.

Section 2. Responsibilities of the Officers

a. The **President** shall: (1) direct and coordinate the affairs of MdPHA consistent with these By-laws; (2) preside at all meetings of the Association, the Board of Directors, and the Executive Committee; (3) appoint, with concurrence of the Board of Directors, Chairpersons of all committees whose chairperson is not specifically prescribed in the By-laws; (4) be an ex-officio member of all committees except the Nominating Committee; (5) present at the annual meeting a report of the actions of the Board of Directors during the preceding year, with a copy of such report attached to the minutes of the annual meeting; and (6) perform other duties as are incidental to this office or which may be assigned by the Board of Directors.

b. The **Immediate Past President** shall: (1) serve as the Chairperson of the Nominating Committee, (2) serve as the parliamentarian at meetings of the Association, the Board of Directors, and the Executive Committee; (3) serve as Chairperson of the ad hoc By-laws Committee, as needed; (4) record the tenure of the Executive Board; and (5) assume other responsibilities as requested by the Board of Directors.

c. The **President-Elect** shall: (1) serve as Chairperson of the Program Committee with responsibility for planning and coordinating all MdPHA sponsored programs, (2) prepare an annual program budget and (3) conduct program evaluation. The President-Elect will automatically become President at the first board meeting following the annual meeting at the conclusion of his/her two-year term.

d. The **Secretary** shall: (1) maintain a written record of the minutes of all meetings of the Association, the Board of Directors, and the Executive Committee; (2) record decisions made at meetings of the Association and of the Board of Directors; and (3) perform all duties incidental to the office of Secretary and such other duties as may be prescribed by these By-laws or as may be assigned by the Board of Directors.

e. The **Treasurer** shall: (1) be responsible for the funds and financial records of the Association; (2) be the custodian of the MdPHA's contracts, articles of incorporation, fidelity bonds, and other legal documents, which shall be kept in a safe deposit box held by the Association in a bank approved by the Board; (3) prepare an annual budget with guidance from the President-Elect; (4) maintain correct and

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complete books and records of accounts; (5) make a financial report at meetings of MdPHA and the Board of Directors, and attach a copy to the minutes of these meetings; (6) collect all receipts, depositing them to the account of MdPHA, in a depository approved by the Board of Directors; (7) pay by check from funds on deposit, all just bills owed by MdPHA. These checks must bear the signature of the Treasurer, President, President-Elect, or Secretary; (8) obtain approval from the Board of Directors for any expenditure exceeding \$200, excepting general operating expenditures and items approved in the annual budget; and (9) serve as Chairperson of the ad hoc Finance Committee, as needed.

f. The **Affiliate Representative to the APHA Governing Council (ARGC)** shall: (1) represent the Association during the Governing Council or other appropriate meetings held during the Annual Meeting of the American Public Health Association; (2) serve as Chairperson of the ad hoc APHA Liaison Committee, as needed; and (3) prepare the APHA Representative-Elect, if any, to the duties, tasks, and responsibilities of the position. The APHA Representative must be a member of the APHA at the time of its Annual Meeting.

g. The **At-Large Directors** shall: (1) attend meetings of the Association and of the Board of Directors, (2) serve as chairpersons or members of at least one Association committee, and (3) perform such other duties as may be prescribed by these By-laws or as may be assigned by the President or President-Elect.

ARTICLE VII - EXECUTIVE COMMITTEE

a. The Executive Committee shall consist of the President, Immediate Past President, President-Elect, Secretary, Treasurer, and the ARGC, and shall act as trustee for all property of the MdPHA.

b. The Executive Committee shall meet at a location determined by the President or President-Elect to examine administrative problems or to make decisions on an emergency basis and within a time period for which it would not be possible to call a special meeting of the Board of Directors. At minimum, one face-to-face meeting must take place at least once per quarter during the fiscal year.

c. Meetings of the Executive Committee shall be reported at the next meeting of the Board of Directors. All decisions or recommendations made by the Executive Committee that would substantially affect the Association must first be ratified by the Board of Directors prior to implementation. Activities that would substantially affect the Association include actions necessitating a cost greater than \$200 and procedural changes that would significantly alter the conduct of Association business.

d. A quorum of the Executive Committee shall consist of a majority (50% + one) of its existing members [one of whom must be the President or President-Elect].

e. Decisions of the Executive Committee must receive a majority (50% + one) of votes cast.

f. Meetings of the Executive Committee can be conducted in person or via telephone, teleconference, or other forms of electronic communication. Emergency and other business requiring voting by the Executive Committee may be made by phone, email, or other means of personal or electronic communication.

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ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The Composition of the Board of Directors

The President, Immediate Past President, President-Elect, Secretary, Treasurer, APHA Representative, and not to exceed fifteen (15). At-Large Directors shall serve as the officers of the Association and constitute the Board of Directors.

Section 2. The Responsibilities of the Board of Directors

a. The Board of Directors (Board) shall have full power in all matters requiring action between general meetings of MdPHA, except where these By-laws or the Articles of Incorporation require vote by the membership. This includes the establishment of sections, special interest groups, or caucuses.

b. The Board shall meet at least once per quarter during the fiscal year.

c. Special meetings of the Board of Directors shall be held by request of the President, by majority vote (50% + one) of the Board members, or by written request of at least five (5) members of the Board.

d. A quorum of the Board shall consist of a majority (50% + one) of its existing members who have not requested recusal from the planned meeting [one of whom must be the President or President-Elect]. Board members shall attempt to attend all scheduled meetings of the Board of Directors. Attendance will be recorded in the Minutes. Board members who miss 75% of scheduled meetings in a year shall revert to general membership status.

f. At-Large Board members must serve on at least one committee and regularly attend such committee meetings. Board members may serve as chairpersons of committees as needed.

g. All actions of the Board taken between annual meetings of the Association must be approved by a majority (50% + one) vote of the Association members at the annual meeting.

h. When exigencies prevent the Board members from meeting in person, but immediate action is needed, meetings can be conducted via teleconference or other electronic means, including the submission of votes.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees

There shall be the following standing committees: Legislative, Membership, Program, Policy, Nominating, Communication, and By-laws Committee.

a. The **Legislative Committee** shall have the responsibility to (1) monitor health-related legislation brought before the Maryland General Assembly and recommend MdPHA action as needed; (2) provide or seek expert testimony on appropriate legislation when requested by the legislature or its committees; and

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(3) assist in developing education programs for policy-makers, members of the legislature, and the general public.

b. The **Membership Committee** shall have the responsibility to (1) conduct the annual membership drive; (2) maintain membership records; (3) collect membership dues; and (4) coordinate all activities relating to membership services.

c. The **Program Committee** shall have the responsibility to plan, coordinate, budget, and evaluate all aspects of the Annual Meeting, and of other program meetings and workshops conducted during the year by the Association. The Program Committee shall be chaired by the President-Elect of the Association.

d. The **Policy Committee** shall have the responsibility to (1) establish and manage a process for soliciting, reviewing, editing, and presenting position papers and resolutions for Board or Association approval; (2) guide the implementation of these resolutions after their adoption; and (3) lead and coordinate development and implementation of MdPHA's internal policies, MdPHA's participation in the American Public Health Association position/policy process, and MdPHA's efforts regarding local, state, and federal public health policy.

e. The **Nominating Committee** shall have the responsibility of (1) identifying and selecting nominees for officer positions within the Association, (2) conveying the slate of candidates to the membership, and (3) overseeing the election of candidates at the Annual Meeting. Selection for all association awards shall also fall under the purview of this committee. The Nominating Committee shall be chaired by the immediate past-President of the Association. The Chair shall select at least three (3) MdPHA members to serve on the Committee.

f. The **Communication Committee** shall coordinate and edit MdPHA publications such as the Newsletter, the web page, or other communications. The chairperson shall be responsible for the content of MdPHA publications, including any newsletters. The committee shall establish and maintain a standard for timely communications and updates in accordance with guidance from the strategic plan and/or the Board of Directors.

g. The **By-Laws Committee** shall review and propose changes to the current MdPHA By-Laws document at minimum once annually and as needed based upon guidance from the strategic plan and/or the Board of Directors. The Chair shall propose changes in accordance with Article XII and shall allot sufficient time (a minimum of 30 days) for comments from the Board of Directors and the general membership prior to the annual meeting (or special meeting if appropriate) prior to submission for adoption.

Section 2. Ad Hoc Committees

The President, with the approval of the Board of Directors, may establish ad hoc committees not specified in these By-laws when needed to carry on the business of MdPHA. Committee chairs may also establish ad hoc subcommittees not specified in these By-laws as appropriate to conduct business. Ad hoc committee chairs do not have voting privileges in matters involving the association. A list of these committees or subcommittees and their responsibilities, which will report to the Board of Directors, is included in Appendix A.

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Section 3. Appointment of Committee Chairpersons

The President, with approval of the Board of Directors, shall appoint chairpersons to all standing and ad-hoc committees, except where prescribed otherwise by the By-laws. Committee chairpersons should be members of the Board of Directors.

Section 4. Responsibilities of Committee Chairpersons

Chairpersons of all standing committees shall have the following responsibilities:

- a. recruit sufficient members to carry out the purpose of their respective committees;
- b. give sufficient notice of date, time, and place of all committee meetings;
- c. submit, for approval at the Fall Board Meeting, a roster, a program plan, and a budget;
- d. maintain minutes of meetings;
- e. report decisions and actions to the Board in writing;
- f. forward in good order to their successor all records, guidance materials, manuals, and other information incidental to their respective committee;
- g. keep on file a copy of the committee description, responsibilities, procedures and guidance materials, roster of members, program plan and budget, meeting minutes, and correspondence; and
- h. prepare, submit, and present an annual committee report at the annual Association business meeting.

ARTICLE X - SECTIONS

a. A group of a minimum of ten (10) members of the MdPHA in good standing may apply in writing to the Secretary for designation as a Section of the Association. The application must state the purpose of the Section and include a membership recruitment plan. The proposed Section may represent a professional discipline or an interest area and may not significantly overlap with an active pre-existing Section.

b. The Board of Directors shall consider all applications for section designation and issue decisions as to whether to formally recognize the Section within 90 days of receipt.

c. At the Fall meeting of the Board, approved Sections shall submit for approval a roster, a program plan, and a budget.

d. A Section may be dissolved for good and sufficient cause at any time by action of the Board of Directors or by its own action, pending notification to the membership at least 30 days prior to vote of dissolution. If the membership falls below ten members for a period of 18 months, the Board may consider dissolution on its own initiative.

e. Active sections which report directly to the Board will be listed in Appendix A in accordance with Article IX Section 2.

ARTICLE XI - PARLIAMENTARY AUTHORITY

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The rules contained in the latest edition of **ROBERT'S RULES OF ORDER NEWLY REVISED** [available at <http://www.robertsrules.org/>] shall govern all meetings when applicable and consistent with the Articles of Incorporation, these By-laws, or any special Rules of Order of MdPHA.

ARTICLE XII - AMENDMENT OF BY-LAWS

These By-laws may be revised or otherwise amended at any annual or special meeting of MdPHA by a majority (50% + one) vote of the members, provided that a notice setting forth the proposed revision or amendment(s) is issued to the membership 30 days prior to the meeting.

Revision of Appendix sections are exempt from Article XII, although Board review and approval is required.

Appendix A: List of Ad Hoc Committees and Sections Reporting to Board

This list shall be reviewed by the By-Laws committee on an annual basis for to ensure each committee is active.

Eye & Vision Section

Health Education Section

Student Section

Annual Meeting Subcommittee

Strategic Planning Committee

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Appendix B: Financial Distribution Agreement for Student Section Funds

This section governs the financial distribution agreement between the Maryland Public Health Association (MdPHA) and the Student Section of the Maryland Public Health Association (SMdPHA). This agreement was established to improve communication regarding financial and membership matters between the student section and the parent organization. Changes to this agreement may only occur if it is to the clear financial benefit of the student section.

MdPHA will be responsible for collecting all membership dues for public health members, including students. Students will pay the MdPHA student membership rate. All students who have registered will be counted as a member of the student section.

SMdPHA is entitled to receive at minimum \$15 (current established amount:\$15) per student member who are active dues-paying members of MdPHA for a particular academic year. The SMdPHA representative will coordinate with the membership committee chair to establish the number of active student members who have paid their dues on the date of October 31 of a given calendar year. This information will be reviewed by the Board at the next meeting.

The treasurer of MdPHA will disseminate said funds to the student section and provide a written report to the Board.

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MARYLAND PUBLIC HEALTH ASSOCIATION, INC. EQUAL OPPORTUNITY PLAN

I. EQUAL OPPORTUNITY

The **Maryland Public Health Association**, in its goal of promoting the health of the public, seeks to include in its leadership and general membership individuals who are representative of the entire population regardless of race, color, national origin, religion, gender, sexual orientation, disability, or socioeconomic status.

II. RESPONSIBILITY FOR IMPLEMENTATION OF EQUAL OPPORTUNITY PLAN

This Equal Opportunity Plan shall be implemented by the entire Association. The Board of Directors is charged with ongoing monitoring, evaluation, and revision.

III. STRATEGIES FOR IMPLEMENTATION OF EQUAL OPPORTUNITY PLAN (THE PLAN)

A. The Membership Committee and the Nominating Committee will seek to recruit new members by targeting mailings and recruitment efforts to organizations and groups which advocate the interests of (or having substantial membership from) diverse groups.

B. The Program Committee shall ensure that all conferences sponsored by the Association shall be held in locations accessible by persons with disabilities.

C. The Association shall be sensitive to and make every effort to consider health issues which disproportionately affect various individuals or population groups. It will further seek to advocate the narrowing and closing of service and health status gaps among these persons.

D. **The Plan** will be communicated to all Board of Directors members as they begin their term of office.

E. Upon request, any member, potential member, exhibitor and vendors shall receive a copy of **The Plan**.

F. The existence and requirements of **The Plan** will be communicated to the membership at least annually through the newsletter.

G. Implementation of **The Plan** will be discussed during annual APHA meetings of MdPHA members.