

CONSTITUTION AND BYLAWS OF THE ALASKA PUBLIC HEALTH ASSOCIATION

AMENDED

September, 1975, September, 1981, April, 1983, April 3, 1985
February 1, 1989, February 15, 1993, December 1, 2000, and December 15, 2003.
December 7, 2009

ARTICLE I.

NAME

The name of the association is the Alaska Public Health Association.

ARTICLE II.

PURPOSE

(Amended December 15, 2003)

Section 1 The Alaska Public Health Association is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

To this end, the Alaska Public Health Association shall promote the advancement of public health to promote improved health and quality of life for Alaskans. It shall exercise leadership with public health professionals and the general public in developing sound health policy, reducing health disparities and improving health outcomes for Alaskans.

Section 2 The purpose of the Alaska Public Health Association is to advance the public's health. In order to achieve its purpose, the Association shall aim to:

1. define and influence public health policies, actions and legislation which affect the health and well-being of Alaskans;
2. promote and coordinate communications among health and health-related professionals throughout the State regarding their public health concerns;

3. provide an effective forum for members of the Association and other participants to discuss public health issues, and to identify means by which these issues might be resolved to improve the health and well-being of our citizens;
4. serve as an information source for the public;
5. promote and encourage collection of reliable data which will enable accurate assessments of health and health-care delivery systems in Alaska, and provide a basis for sound public health policy decisions; and
6. promulgate the principle that health is both a collective responsibility of the state and community and an individual responsibility of its citizens.

Section 3. Definition of public health adopted from *The Future of Public Health*, Institute of Medicine, 1998. “Public health is what we, as a society, do collectively to assure the conditions in which people can be healthy.”

Section 4. Core Values adopted by the ALPHA Board, May 2000.

Equity: All Alaskans have the right to live under conditions that promote and protect health.

Integrity: Our actions will always be ethical and based on the best available information.

Excellence: We will strive to be effective in all our undertakings.

Leadership: We will forward a vision that inspires action.

ARTICLE III.

MEMBERSHIP

(Amended February 15, 1993)

Section 1. Health professionals, other career workers in the health field, students of the health professions, and other persons or organizations interested in public health shall be eligible for membership in the Association. The right to hold office, to vote, or to serve the Association in any capacity shall be open to all individual members.

Section 2. There shall be three classes of membership to be designated as follows (No Life Members admitted after May 1992):

- (1) Individual Member
- (2) Honorary Member, and
- (3) Organizational Member.

Section 3. Life Members (admitted prior to May, 1992) shall have the same rights and privileges as an individual member.

Section 4. Distinguished service in public health may be recognized by Honorary Membership in the Association. Election shall be by a majority vote of the Executive Board. Honorary Membership shall not confer voting rights in the Association.

ARTICLE IV.

DISCONTINUANCE OF MEMBERSHIP

(Amended December 1, 2000)

Section 1. Non-payment of dues shall be a cause for discontinuance of membership of any member.

Section 2. If, in the opinion of the Executive Board, any member of the Association permits the use of her/his name, or otherwise allows him/her -self to be quoted or used for illustration in the advertising of a commercial product, in such manner as to reflect discredit upon the Association, or speaks on behalf or represents the Association without being authorized, her/his membership with the Association shall thereupon be terminated.

ARTICLE V.

DUES AND FINANCE

(Revised December 15, 2003)

Section 1. Dues for all classes of membership shall be established by the Executive Board.

Section 2. Dues are payable annually. The membership year shall be one year from the date of joining or renewing dues.

Section 3. All remittances to the Association for general purposes shall be deposited to the appropriate Association account. The Treasurer shall arrange for their disbursement in accordance with policies of the Executive Board.

Section 4. The Association may establish other accounts at the direction of the Executive Board for activities and programs requiring separate accounting records to meet governmental and administrative requirements. To such accounts shall be deposited moneys and other assets received or allocated in accordance with the purpose for which they are established.

Funds from such accounts shall be used for defraying all expenses of the programs and activities for which the accounts were established, shall serve only as separate accounting entities and continue to be held in the name of the Association. The Treasurer with the approval of the Executive Board shall arrange for their disbursement in accordance with duly authorized vouchers.

ARTICLE VI.

MEETINGS

(Amended February 15, 1993)

- Section 1.** There shall be one general meeting of the Association, to be known as the Annual Meeting, which shall be held in the fourth quarter of each calendar year at a time and place designated by the Executive Board. The Executive Board may determine by voting, at a regular meeting or by ballots cast by mail, that the annual meeting for a stated calendar year shall not be held.
- Section 2.** Special meetings of the Association may be called by majority vote of the Executive Board, or by a written petition from a majority of the membership of the Association. Written notification shall be issued at least twenty (20) days in advance of the meeting and shall state the purpose for which it is called.

ARTICLE VII.

OFFICERS

(Amended December 15, 2003; December 7, 2009)

- Section 1.** The Officers of this Association shall be a President, a President-Elect, the Immediate Past President, a Secretary, a Treasurer, and the Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association. These Officers shall perform the duties described by the Constitution Bylaws and by the parliamentary authority adopted by the Association.
- Section 2.** The President-Elect shall be elected prior to the annual meeting by the procedures established in Article IX Nomination and Election of Officers. The ARGC shall be elected at the appropriate three-year interval or if elected to the APHA Committee on Affiliates (CoA) when the CoA term expires. The Secretary and Treasurer shall be elected by the Executive Board from the twelve (12) Elective Members at the first Executive Board meeting following the annual meeting.

Section 3. Terms of office for the Executive Board Elective Members shall be for terms of three (3) years each.

Section 4. Officers shall serve from the close of the annual meeting the calendar year when elected until the close of the next calendar year's annual meeting, and all officers shall serve in any case until their successors are elected and qualified.

Section 5. The immediate Past President shall serve from the close of the annual meeting at which his/her term as President expires to the close of the next succeeding annual meeting. The President-Elect shall serve as such from the closed of the annual meeting in the year in which she/he was elected to the close of the next annual meeting when he/she shall automatically become President. As President, she/he shall serve to the close of the next succeeding annual meeting.

Section 6. In the case of the inability of any of the following officers to complete his/her term for any reason the succession will be as stipulated below:

a. President

The President-Elect will succeed to the duties of the President. If the President- Elect is unable to accept the position, the immediate Past President, with the approval of the Executive Board, will fill the un-expired term of the President. In all cases, the officer will fill the un-expired term of her/his predecessor and his/her own term consecutively.

b. President-Elect

The Executive Board shall have the following options:

(1) To appoint the incumbent President to the position of President-Elect and to serve a second term as President;

(2) To direct the Nominations Committee to submit nominations for the position of President for election at the next annual meeting.

c. Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association

The Executive Board shall have the following options:

(1) To appoint a Member of the Executive Board to the role of ARGC;

(2) To direct the Nominations Committee to submit nominations for the ARGC position for election at the next annual meeting.

- Section 7.** The duties of the President shall include:
- a. to serve as chair of the Executive Board;
 - b. to appoint committee chairs where vacancies exist;
 - c. to represent the Association with respect to the general public;
 - d. to oversee the hiring, supervision and evaluation of the Executive Director.
- Section 8.** The duties of the President-Elect shall include:
- a. to oversee the planning and organization of the Alaska Health Summit, including the ALPHA Annual Meeting;
 - b. to serve as chair of the Executive Board in the absence of the President;
 - c. to serve in the absence of the President as the Association's representative with respect to the general public;
 - d. to carry out other designated duties as requested by the President.
- Section 9.** The duties of the Past President shall be designated by the Executive Board.
- Section 10.** The duties of the Secretary shall include:
- a. to keep appropriate records of the meetings of the Association and its Executive Board;
 - b. to assure the maintenance of the historical files and other permanent records of the Association;
 - c. to conduct the correspondence of the Association as delegated by the Executive Board;
 - d. to assure the maintenance of a current membership list.
- Section 11.** The duties of the Treasurer shall include;
- a. to keep all financial records of the Association;
 - b. to provide reports thereon to the Executive Board and general membership at designated intervals.
 - c. to oversee the annual review and audit of the financial records of the Association, either by a Special Committee and/or an external independent auditor appointed by the Executive Board. At the end of each quarter, or more often if requested, the Treasurer shall prepare and submit to the Executive Board, a statement of total income and expenditures.
- Section 12.** The duties of the ARGC shall include;
- a. to serve as an assistant to the ALPHA president and ALPHA to support and stimulate the American Public Health Association (APHA) and ALPHA relationship;
 - b. to be informed and prepared with the policy direction of ALPHA in order to effectively represent ALPHA within the APHA Governing Council;

- c. to assist APHA, in cooperation with the ALPHA president and legislative chair, with legislative advocacy and implementation of approved APHA policies and resolutions;
- d. to attend the Affiliate Leadership meeting(s), ARGC caucus(es), and the two scheduled meetings of the Governing Council preceding and during the APHA Annual meeting;
- e. to fulfill other duties as determined by APHA for the ARGC;
- f. the following criteria apply to the ARGC:
 - (1) must be a current member of APHA and of ALPHA
 - (2) serve a minimum of a three-year term and, if elected the APHA Committee on Affiliates (CoA), till the end of the CoA term.

ARTICLE VIII.

EXECUTIVE BOARD

(Amended December 15, 2003; December 7, 2009)

- Section 1.** There shall be a fifteen (15) member Executive Board, consisting of the President, the President-Elect, the Immediate Past President, the ARGC and twelve (12) Elective Members. The twelve (12) Elective Members shall be elected from among individual members of the association for terms of three (3) years each. The Secretary, Treasurer and APHA Affiliate Representative shall be Elective Members of the Executive Board
- Section 2.** Election to membership on the Executive Board shall terminate any appointment to the Executive Board.
- Section 3.** The President of the Association or, in his/her absence, the President-Elect shall serve as Chair of the Executive Board and shall terminate any appointment to the Executive Board.
- Section 4.** No Elective Member of the Executive Board may serve again as an Elective Member until at least one year following expiration of a full term, with the exception of the ARGC as explained in ARTICLE VII, Section 2. The terms of Elective Membership shall begin at the close of the annual meeting in the year in which they are elected and terminate at the closed of the annual meeting at the expiration of their respective three (3) year terms. No more than four (4) Elective Members shall expire in any year.
- Section 5.** Vacancies occurring on the Executive Board, except for the immediate Past President, shall be filled by appointment by the Executive Board until the next annual meeting.

- Section 6.** The Executive Board shall designate such other officers of the Board as it may require for the conduct of its business.
- Section 7.** A quorum of the Executive Board shall consist of a minimum of seven elected Board members present
- Section 8.** It shall be the duty of the Executive Board:
- a. to provide continuing guidance and support to the officers and committees of the Association in implementing and carrying out the routine and special business of the Association in accordance with the Constitution and Bylaws;
 - b. to adopt rules for the conduct of its own business;
 - c. to establish an annual dues structure for all classes of members;
 - d. to develop an annual work plan and goals for the Association and establish necessary committee structure and assignment of functions to accomplish objectives;
 - e. to make and revise committee assignments, review committee work, and provide for the necessary reports and recommendations to the membership;
 - f. to direct the administrative work of the Association;
 - g. to act as trustee of Association property;
 - h. to reject, adopt or endorse technical standards, interim policies, and committee proposals on behalf of the Association;
 - i. to advise with the President in designation of other appointments from the membership;
 - j. to elect Honorary members;
 - k. in general to carry out the policies of the Association between meetings of the latter; and
 - l. to, as individual members, accept responsibility as the chairperson or co-chairperson of an Association committee or as secretary or treasurer.
- Section 9.** In addition to the duties prescribed in the Constitution and Bylaws, the Executive Board shall have the following powers and duties:
- a. to plan methods for the procurement of funds;
 - b. to approve the budgets for the Association's work; and
 - c. to approve any disbursements of funds not included in the annual budgets.
- Section 10.** The Executive Board shall establish its own rules of procedure and have such further powers and duties as may be prescribed in the Constitution and Bylaws.
- Section 11.** Missing three regularly scheduled Executive Board meetings in a year may constitute a departure from the Board and will require the review of the President to determine if the Board member is able to continue in the

current position. In the event of a departure from the Board, the Executive Board will appoint a member to complete the remaining term of the Board member. A Board Member who requests in writing to continue to serve on the Board may be reinstated by a majority vote of the Executive Board.

ARTICLE IX.

NOMINATION AND ELECTION OF OFFICERS

(Amended December 15, 2003; December 7, 2009)

- Section 1.** Not less than thirty (30) days prior to the annual meeting the Executive Board shall submit to the membership, by mail or through a secure internet based voting system, a ballot containing nomination(s) for President Elect (eliminates the name or two or more individuals) and for each of the vacancies among the Elective Members of the Executive Board, including those due to terms expiring at the close of that annual meeting. Terms of office of Elective Members will be specified. Write in candidates will be accepted.
- Section 2.** Mailed ballots will be tabulated by three tellers designated by the President or if a secure internet based voting system is utilized, overseen and reviewed by three tellers designated by the President. A report will be made to the Executive Board no later than two weeks prior to the annual meeting. A majority of members voting shall be required to elect. In the event of a tie, the Executive Board shall vote by secret ballot to determine the individual to serve.
- Section 3.** In the event of a cancellation of an annual meeting in a given calendar year the nomination and election of officers shall proceed as outlined above, with the report made to the Executive Board no later than one year from the date of the last annual meeting.

ARTICLE X.

COMMITTEES

Amended December 15, 2003

- Section 1.** The Executive Board shall establish and shall prescribe the responsibilities of all committees.
- Section 2.** The Standing committees of the Association are;
- a. Executive
 - b. Finance
 - c. Nominations
- Section 3.** Other Association Committees
- a. Unless otherwise provided in the Constitution and Bylaws, all other Association Committees shall be authorized by the Executive Board, with a Committee Chair appointed by the President each year.
 - b. The Committee Chair shall define the Committee's charge, membership, terms of appointment and be responsible for reporting to the Board.

ARTICLE XI.

PARLIAMENTARY AUTHORITY

In all proceedings of the Association, Robert's Rules of Order Revised shall govern except where in conflict with the Constitution and Bylaws.

ARTICLE XII.

AMENDMENT OF CONSTITUTION AND BYLAWS

The Constitution and Bylaws may be amended by the Individual Members voting thereon in a ballot cast by mail; or they may be proposed for amendment on the floor of the annual meeting with amendments later ratified by the Individual Members voting on them by ballots cast by mail. An amendment shall become effective only upon receiving an affirmative vote of two-thirds (2/3) of the ballots cast by the Individual Members. The President shall designate tellers to canvas the ballots and to report the results to the Executive Board as provided in the Constitution and Bylaws.

ARTICLE XIII.

DISSOLUTION

(Amended December 15, 2003)

- Section 1.** The management and affairs of the Association shall be at all times under the direction of the Executive Board, consisting of the Officers of the Association and twelve members elected by the individual members of the Association, whose operations in governing the Association shall be defined by Alaska statute and by the Association's By-Laws. No member or Director shall have any right, title, or interest in or to any property of the Corporation.
- Section 2.** Upon winding up and dissolution of the Association, after paying or adequately providing for its debts and obligations, the remaining assets of the Association shall be distributed to a non-profit health fund, foundation or corporation organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.