

CONSTITUTION AND BYLAWS OF THE ALASKA PUBLIC HEALTH ASSOCIATION

AMENDED

Approved 21 August, 2025.

ARTICLE I.

NAME

The name of the association is the Alaska Public Health Association ("Association").

ARTICLE II.

PURPOSE

Section 1 The Association is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The 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 Association is to advance the public's health. In order to achieve its purpose, the Association shall aim to:

- a. define and influence public health policies, actions and legislation which affect the health and well-being of Alaskans;
- b. promote and coordinate communication among health and public health-related professionals throughout the State regarding their public health concerns;
- c. 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;
- d. serve as an information source for the public;
- e. promote and encourage collection of reliable data which will enable accurate assessments of public health and health-care delivery systems in Alaska, and provide a basis for sound public health policy decisions;
- f. promulgate the principle that health is both a collective responsibility of the state and community and an individual responsibility of its citizens.

These purposes shall be forwarded the by the application of the following core values:

- **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.

Section 3 Definition of public health adopted from The Future of Public Health, Institute of Medicine, 1988. “Public health is what we, as a society, do collectively to assure the conditions in which people can be healthy.”

ARTICLE III. MANAGEMENT

The management and affairs of the Association shall be at all times under the direction of the Board of Directors (Directors), consisting of the Officers and Elected Members 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 Association.

ARTICLE IV. MEMBERSHIP

Section 1 Public health professionals, other career workers in the public health field, students of the public 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 four classes of membership to be designated as follows:

- a. Individual Member (includes Student Member and Retiree Member categories).
- b. Honorary Member.
- c. Life Member (no new Life Members shall be admitted after May 1992, those admitted prior to that date shall have the rights and privileges enjoyed by Individual Members).
- d. Organizational Member.

Section 3 Distinguished service in public health may be recognized by awarding Honorary Membership in the Association. Election shall be by a majority vote of the Board of Directors". Honorary Membership shall not confer voting rights in the Association.

ARTICLE V.

TERMINATION OF MEMBERSHIP

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

Section 2 If, by majority vote the Board concludes that any member of the Association permits the use of their name, or otherwise allows themselves 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, their membership with the Association shall be subject to termination.

ARTICLE VI.

DUES AND FINANCE

Section 1 Dues for all classes of membership shall be established by the Board from time to time.

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 Board.

Section 4 The Association may establish other accounts at the direction of the 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 Board, shall arrange for their disbursement in accordance with duly authorized vouchers.

Section 5 Financial Review or Audit Requirement
The Association shall engage an independent accountant to conduct an annual financial review. The results shall be shared with the Board of Directors and made available to Association members upon request.

ARTICLE VII.

MEETINGS OF MEMBERS

Section 1 The Annual Meeting of the Association shall be held in the first quarter of each calendar year at a time and place designated by the Board.

- b. Written notice of the Annual Meeting will be provided to each voting member by mail or email not less than fourteen (14) days prior to the meeting.
- c. The Annual Meeting quorum will consist of not less than 10% of the voting members who are present at the meeting in person, telephonically or electronically.
- d. The Annual Meeting will include at a minimum the following:
 - report on the annual progress and financial status of the Association;
 - introduction of new officers and Board members; and
 - review and a vote of endorsement of proposed policy resolutions.

Section 2 Special Meetings of the Association may be called by majority vote of the Board, or by a written petition from a majority of the membership of the Association. Written notification shall be issued at least fourteen (14) days prior to the meeting and shall state the purpose for which it is called. No other topics than those stated in the Notice shall be entertained at any Special Meeting.

ARTICLE VIII. OFFICERS

Section 1 The Officers of this Association, first members of the Board ("Directors"), 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 (APHA). These Officers shall perform the duties described by these Bylaws and by the parliamentary authority adopted by the Association.

Section 2 Officers' Duties

- a. The President shall serve in such capacity until the close of the next succeeding Annual Meeting and be responsible to:
 - serve as chair of the Board,
 - appoint committee chairs where vacancies exist,
 - represent the Association with respect to the general public,
 - oversee administrative and management contracts,
 - notify all candidates of the results of the Board elections,
 - oversee the planning of the Annual Meeting, and
 - work with the board to facilitate the development of an annual work plan and goals for the Association and establish committee structure and assignment of functions to accomplish these objectives.
- b. The President-Elect shall serve in such capacity from the close of the Annual Meeting in the year in which they are elected until the close of the next Annual Meeting when they shall automatically become President and is responsible to:

- serve as chair of the Board in the absence of the President,
 - serve in the absence of the President as the Association's representative with respect to the general public,
 - carry out other designated duties as requested by the President, and
 - oversee the planning and organization of the annual Board retreat following the President-Elect's assumption of the role of President.
- c. The Past President shall serve from the close of the Annual Meeting at which their term as President expires until the close of the next succeeding Annual Meeting and is responsible to:
- oversee the planning and organization of the Alaska Health Summit, and
 - perform other duties as delegated by the Board.
- d. The Secretary shall be elected by the Board from the Elective Members at the first Board meeting following the Annual Meeting and serve from the close of that meeting until the close of the next calendar year's Annual Meeting and is responsible to:
- keep appropriate records of the meetings of the Association and its Board,
 - assure the maintenance of the historical files and other permanent records of the Association,
 - conduct the correspondence of the Association as delegated by the Board, and
 - assure the maintenance of a current membership list.
- e. The Treasurer shall be elected by the Board from the Elective Members at the first Board meeting following the Annual Meeting and serve from the close of that meeting until the close of the next calendar year's Annual Meeting and is responsible to:
- work closely with the Association's business consultant to review financial records of the Association,
 - review quarterly income/revenue and balance sheet reports from the business consultant and provide them to the Board for full board approval,
 - provide an annual report to the general membership at the annual meeting, and
 - participate in the annual Association financial records review or audit with the business consultant and accountant.
- f. The ARGC shall be elected at the appropriate three-year interval for a three- year term or if elected to the APHA Committee on Affiliates (CoA) when the CoA term expires, must be a current member of APHA and of the Association and be responsible to:
- serve as an assistant to the President and Association to support and stimulate the APHA and Association relationship,
 - be informed and prepared with the policy direction of Association in order to effectively represent Association within the APHA Governing Council,
 - assist the APHA, in cooperation with the President and legislative chair, with legislative advocacy and implementation of approved APHA policies and resolutions,

- attend the Affiliate Leadership meeting(s), ARGC preceding and during the APHA Annual meeting, and
- fulfill other duties as determined by the APHA for the ARGC.

Section 3 In the case of the inability of any of the officers to complete their 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 Board, will fill the un-expired term of the President. In all cases, the officer will fill the unexpired term of their predecessor and their own term consecutively.

b. President-Elect

The Board shall have the following options:

- to appoint the incumbent President to the position of President-Elect and to serve a second term as President;
- to direct the Governance Committee to submit nominations for the position of President for election at the next Annual Meeting; or
- to direct the Governance Committee to submit nominations for the position of President-Elect as soon as feasible.

c. Affiliate Representative of the Governing Council of the American Public Health Association

The Board shall have the following options:

- to appoint a Director to the role of ARGC; and
- to direct the Governance Committee to submit nominations for the ARGC position for election at the next Annual Meeting to serve for the remainder of the three-year Affiliate Representative cycle.

ARTICLE IX.

BOARD OF DIRECTORS

Section 1 Number

- a. There shall not be less than 3 nor more than seventeen (17) Directors consisting of the President, the President-Elect, the Immediate Past President, the ARGC, the Student Representative and twelve (12) Elective Members. 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 Board.
- b. An Elective Member of the Board may seek a second consecutive full term as an Elective Member if re-elected by Individual Members of the Association. 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 close of the Annual Meeting at the expiration of their respective full term. No more than four (4) Elective Members shall expire in any year.

Section 2 Election

- a. Directors shall be elected using the Article X processes.

- b. The Student Representative shall be a current Association Student Member in good standing.

Section 3 Vacancy

Vacancies occurring on the Board, except for the immediate Past President, shall be filled by appointment by the Board to serve the remainder of the vacant term.

Section 4 Other Offices

The Board shall designate such other officers of the Board as it may require for the conduct of its business.

Section 5 Quorum

A quorum of the Board shall consist of a minimum of eight (8) elected Board members present.

Section 6 Duties

It shall be the duty of the Board to:

- a. 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. adopt rules for the conduct of its own business,
- c. establish an annual dues structure for all classes of members,
- d. develop an annual work plan and goals for the Association and establish necessary committee structure and assignment of functions to accomplish objectives,
- e. make and revise committee assignments, review committee work, and provide for the necessary reports and recommendations to the membership,
- f. direct the administrative work of the Association,
- g. act as trustee of Association property,
- h. reject, adopt or endorse technical standards, interim policies, and committee proposals on behalf of the Association,
- i. advise with the President in designation of other appointments from the membership,
- j. elect Honorary members,
- k. in general, carry out the policies of the Association between meetings of the latter,
- l. plan methods for the procurement of funds and approve the budgets for

the Association's work,

- m. approve any disbursements of funds not included in the annual budgets
- n. as individual members, accept responsibility as the chairperson or co-chairperson of an Association committee or as secretary or treasurer.
- o. appoint elective directors to the position of interim President-Elect and Affiliate Representative to the Governing Council (ARGC) in the event that no nominations are received during the regular election period.
- p. appoint a student member in good standing to the position of Student Representative in the event that no nominations are received during the regular election period.

Section 7 Procedure

The 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 8 Removal from the Board

- a. A Board Member who has three (3) unexcused absences from Board meetings in a year, may be removed by a majority vote of currently serving members of the Board.
- b. A Board Member may be removed for any reason without cause by a vote of two-thirds (2/3) taken by currently serving members of the Board.
- c. Within 30 days of notice of removal, the Board Member may request in writing to continue to serve on the Board. If the vacancy has not been filled the Board Member may be reinstated by a two-thirds (2/3) vote of the Board.

Section 9 Resignation

A Director who wishes to resign from the Board shall submit a letter of resignation to the President of the Board stating an effective date or such resignation shall otherwise be deemed effective immediately.

Section 10 Conflict of Interest

All Board Members shall annually complete and sign a Conflict-of-Interest Disclosure Statement. The Association shall maintain a written Conflict of interest Policy, which shall be reviewed by the Board at least every three years. Board Members must disclose any actual or perceived conflicts prior to voting or participating in discussions where a conflict exists.

Section 11 Board Giving

Each Board Member is expected to make an annual financial contribution, separate from annual membership dues, to the Association in an amount that is personally meaningful. The Governance Committee shall track 100% participation in Board giving internally for institutional funding readiness. Public

disclosure of individual gift amounts shall not be required.

ARTICLE X.

NOMINATION AND ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1 Election of Officers and Directors

- a. The Governance Committee shall solicit nomination(s) for Directors and the offices of President-Elect and the ARGC as well as for a Student Representative to the Board from the membership by mail or through internet-based/electronic mailing system.
- b. Nominees must be Association members in good standing. Candidates for Officers must be current Elective Directors who have served on the Board for at least one year, unless otherwise approved by majority vote of the Governance Committee.
- c. The Governance Committee will review all nominee(s) for qualifications including, but not limited to
 - professional qualifications and desired competencies that support the Association Board job description by reviewing some of the following information:
 - letter of intent,
 - resume,
 - conflict-of-interest disclosure statement,
 - input from references, and
 - desired geographical/organization representation throughout Alaska.
- d. After the vetting of all nominees using the criteria above, the Governance Committee forwards the names of eligible nominee(s) to the Board for approval.
- e. If no nominations for the offices of President-Elect, ARGC, or Student Representative are received, the Board shall have the following options:
 - President-Elect: to appoint the incumbent President to the position of President-Elect and to serve a second term as President; to direct the Governance Committee to submit nominations for the position of President for election at the next Annual Meeting; or to direct the Governance Committee to submit nominations for the position of President-Elect as soon as feasible.
 - ARGC: to direct the Governance Committee to submit nominations for the position of ARGC as soon as feasible.
 - Student Representative: to direct the Governance Committee to submit nominations for the position of Student Representative as soon as feasible.

Section 2 Notice

Not less than thirty (30) days prior to the Annual Meeting the Board shall submit to the membership, by mail, or through a secure internet-based voting system, a ballot containing nomination(s) for President Elect and for each of the vacancies among the Elective Members, 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 3 Voting

Mailed and/or emailed 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 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 Board shall vote by secret ballot to determine the individual to serve.

Section 4 Notification

The President notifies the nominee(s) of election outcomes no later than one week prior to the Annual Meeting.

ARTICLE XI. COMMITTEES

Section 1 The Board shall establish and shall prescribe the responsibilities of all committees.

Section 2 The standing committees, their composition and responsibilities are:

a. Executive Committee

- includes President, Past-President, President Elect, Secretary, Treasurer, and ARGC; and
- provides guidance and support to the Board and committees of the Association in carrying out the routine and special business of the Association in accordance with the Constitution and Bylaws.
- may act on behalf of the full Board between regular meetings when time-sensitive decisions are required, provided that such actions are reported to and ratified by the Board at its next scheduled meeting.

b. Governance Committee

- assesses the financial affairs of the Association,
- solicits nominations for the Elective Members of the Board of Directors, President Elect, Student Representative, and Affiliate Representative, as described in Article X.
- solicits and reviews nominations for awards to be given at events.

c. Health Summit Committee

- is chaired by the Past-president,
- performs planning and organization of the Alaska Health Summit, and
- solicits sponsorships for the Summit.

d. Health Policy Committee facilitates public policy advocacy for the Association.

Section 3 Other Association Committees

- a. Unless otherwise provided in the Bylaws, all other Association committees shall be authorized by the Board, with a Committee Chair appointed by the President each year.

- b. The Committee Chair shall define the Committee's charge, membership, and 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 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 and/or email; 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, electronic voting, and/or email. 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

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 Association 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.