

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, December 15, 2003, December 03, 2009, and March 25, 2016, September 20, 2017.

ARTICLE I.

NAME

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

ARTICLE II.

PURPOSE

(Amended March 25, 2016)

- 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.
- a. 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:
- a. define and influence public health policies, actions and legislation which affect the health and well-being of Alaskans;
- b. promote and coordinate communications among health and 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 health and health-care delivery systems in Alaska, and provide a basis for sound public health policy decisions; and
- f. 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, 1988. “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 March 25, 2016)

- 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):
- a. Individual Member (includes Student Member and Retiree Member categories)
 - b. Honorary Member, and
 - c. 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 Board of Directors, thereafter referred to as “the 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 Board, any member of the Association permits the use of her/his name, or otherwise allows him/herself 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. (See Article VIII, Section 11.)

ARTICLE V.

DUES AND FINANCE

(Revised December 15, 2003)

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

ARTICLE VI. MEETINGS

(Amended March 25, 2016)

- Section 1 There shall be one general meeting of the Association, to be known as the Annual Meeting, which shall be held in the first quarter of each calendar year at a time and place designated by the Board. The Board may determine by voting, at a regular meeting, by ballots cast by mail, or by electronic voting, that the annual meeting for a stated calendar year shall not be held.
- b. Written notice of the Annual Meeting will be provided to each voting member by mail or email not less than two weeks prior to the meeting.
 - c. The Annual Meeting quorum will consist of the number of active members who are present at the meeting in person, telephonically or electronically.
 - d. The Annual Meeting will include at a minimum the following:
 - i. report on the annual progress and financial status of the association;
 - ii. introduction of new officers and Board members; and
 - iii. 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 twenty (20) days in advance of the meeting and shall state the purpose for which it is called.

ARTICLE VII.

OFFICERS

(Amended September 20, 2017)

- 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 (APHA). These Officers shall perform the duties described by the Constitution Bylaws and by the parliamentary authority adopted by the Association.
- Section 2 Election of Officers
- a. The President-Elect shall be elected prior to the annual meeting by the procedures established in Article IX Nomination and Election of Officers.
 - b. The Affiliate Representative to the Governing Council (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.
 - c. The Secretary and Treasurer shall be elected by the Board from the twelve (12) Elective Board Members at the first Board meeting following the annual meeting.
- Section 3 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.
- a. 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.
 - b. The President-Elect shall serve as such from the close 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.
 - c. The President shall serve to the close of the next succeeding annual meeting.
- Section 4 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 Board, will fill the un-expired term of the President. In all cases, the officer will fill the unexpired term of her/his predecessor and his/her own term consecutively.
 - b. PRESIDENT-ELECT
The Board shall have the following options:

- i. to appoint the incumbent President to the position of President-Elect and to serve a second term as President; and
- ii. to direct the Nominations Committee to submit nominations for the position of President for election at the next annual meeting; or
- iii. to direct the Nomination Committee to submit nominations for the position of President-Elect as soon as feasible.

c. AFFILIATE REPRESENTATIVE TO THE GOVERNING COUNCIL (ARGC) OF THE AMERICAN PUBLIC HEALTH ASSOCIATION (APHA)

The Board shall have the following options:

- i. to appoint a Member of the Board to the role of Affiliate Representative to the Governing Council (ARGC); and
- ii. to direct the Nominations Committee to submit nominations for the Affiliate Representative to the Governing Council (ARGC) position for election at the next annual meeting to serve for the remainder of the three-year Affiliate Representative cycle.

Section 5 The duties of the President shall include:

- a. to serve as chair of the Board;
- b. to appoint committee chairs where vacancies exist;
- c. to represent the Association with respect to the general public;
- d. to oversee administrative and management contracts;
- e. to notify all candidates of the results of the Board elections; and
- f. to oversee the planning of the Annual Meeting.

Section 6 The duties of the President-Elect shall include:

- a. to serve as chair of the Board in the absence of the President;
- b. to serve in the absence of the President as the Association's representative with respect to the general public;
- c. to carry out other designated duties as requested by the President; and
- d. to oversee the planning and organization of the annual Board retreat following the President-Elect's assumption of the role of President.

Section 7 The duties of the Past President shall include:

- a. to oversee the planning and organization of the Alaska Health Summit; and
- b. activities to be designated by the Board.

Section 8 The duties of the Secretary shall include:

- a. to keep appropriate records of the meetings of the Association and its 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 Board; and
- d. to assure the maintenance of a current membership list.

- Section 9 The duties of the Treasurer shall include;
- a. to keep all financial records of the Association;
 - b. to provide quarterly income/revenue and balance sheet reports thereon to the Board and an annual report to the general membership at the annual meeting; and
 - 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 Board.
- Section 10 The duties of the Affiliate Representative to the Governing Council (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 American Public Health Association (APHA) Governing Council;
 - c. to assist the American Public Health Association (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), Affiliate Representative to the Governing Council preceding and during the American Public Health Association (APHA) Annual meeting; and
 - e. to fulfill other duties as determined by American Public Health Association (APHA) for the affiliate Representative to the Governing Council (ARGC).
- The following criteria apply to the Affiliate Representative to the Governing Council (ARGC):
- a. must be a current member of American Public Health Association (APHA) and of ALPHA; and
 - b. serve a minimum of a three (3) year term and, if elected the American Public Health Association (APHA) Committee on Affiliates (CoA), till the end of the CoA term.

ARTICLE VIII.

BOARD OF DIRECTORS

(Amended March 25, 2016)

- Section 1 There shall be a sixteen (16) member Board of Directors, consisting of the President, the President-Elect, the Immediate Past President, the Affiliate Representative to the Governing Council (ARGC) and twelve (12) Elective Board Members. The twelve (12) Elective Board 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
- Section 2 Election to membership on the Board shall terminate any appointment to the Board.
- Section 3 The President of the Association or, in his/her absence, the President-Elect shall serve as Chair of the Board and shall terminate any appointment to the Board.

- Section 4 An Elective Member of the Board may seek a second consecutive 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 three (3) year terms. No more than four (4) Elective Members shall expire in any year.
- Section 5 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 6 The 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 Board shall consist of a minimum of eight (8) elected Board members present.
- Section 8 It shall be the duty of the 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. to, in general, 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 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 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 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 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. The Board Member may be reinstated by a two-thirds (2/3) vote of the Board.

- Section 12 A Member who wishes to resign from the Board must submit a letter of resignation to the President of the Board stating an effective date.
- c.

ARTICLE IX.

NOMINATION AND ELECTION OF OFFICERS AND BOARD OF DIRECTORS

(Amended March 25, 2016)

- Section 1 The Nomination Committee solicits nomination(s) for President Elect, Affiliate Representative and for each of the vacancies among the Elective Members of the Board from the membership by mail or through internet-based/electronic mailing system.
- Section 2 The Nomination Committee will review all nominee(s) for President Elect and for each of the vacancies among the Elective Members of the Board for qualifications including, but not limited to:
- a. professional qualifications and desired competencies that support the ALPHA Board job description by reviewing some of the following information:
 - i. letter of intent
 - ii. resume
 - iii. conflict-of-interest disclosure statement
 - iv. names of references
 - b. current ALPHA member is good standing; and
 - c. geographical/organization representation throughout Alaska.

After the vetting of all nominees using the criteria above, the Nomination Committee forwards the names of eligible nominee(s) to the Board for approval.

- Section 3 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 (eliminates the name or two or more individuals) and for each of the vacancies among the Elective Members of the 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 4 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 5 The President notifies the nominee (s) of election outcomes no later than one week prior to the annual meeting.
- Section 6 In the event of a cancellation of an annual meeting in a given calendar year the nomination and election of officers and Board Members shall proceed as outlined above, with the report made to the Board no later than one year from the date of the last annual meeting.

ARTICLE X.
COMMITTEES

(Amended March 25, 2016)

- Section 1 The Board shall establish and shall prescribe the responsibilities of all committees.
- Section 2 The Standing committees of the Association are;
- a. Executive
 - i. includes President, Past-President, President Elect, Secretary, Treasurer, and Affiliate Representative; and
 - ii. 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.
 - b. Finance
 - a. Treasurer is a Chair of this Committee; and
 - b. assesses the financial affairs of the organization.
 - c. Nominations

Solicits nominations for the Alaska Public Health Association Board of Directors, President Elect, and Affiliate Rep as described in Article IX. The Committee also requests nominations for awards to be given at the Alaska Health Summit.
- Section 3 Other Association Committees
- a. Unless otherwise provided in the Constitution and 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, 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.

d.

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 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

(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.