

## THE NEW HAMPSHIRE PUBLIC HEALTH ASSOCIATION

### BY-LAWS

#### ARTICLE 1. PURPOSES OF THE ASSOCIATION

**Section 1. Purpose.** The purpose of the New Hampshire Public Health Association (hereinafter referred to as the Association) shall be to “strengthen the state’s public health system to improve health, prevent disease and reduce costs for all”, and particularly:

To bring together persons interested in public health, and to provide a forum for the exchange of public health information;

To speak on public health issues with a voice that is manifestly separate from the state government;

To aid in identifying public health problems within the state;

To inform the citizenry of changes needed in the laws and government in order to improve the public health;

To educate official persons of the New Hampshire legislature, the executive branch, the courts, the cities and towns, the national government, and other entities on matters pertaining to the public health;

To promote education in the field of public health; and

To do and perform such other acts as the Association may deem to be in the interest of the public health of the state.

**Section 2. Prioritizing Interests.** To the extent that the Association deems the interests of the public health and the special professional interests of public health workers to coincide, the Association may promote the professional interests of public health workers. However, to the extent that the Association deems the two interests to diverge, the Association shall promote the interests of the public health.

#### ARTICLE II. MEMBERS

**Section 1. Individual Membership.** Any person who is engaged in public health work or any person who is interested in the advancement of the public’s health may become a Member of the Association upon application and payment of the annual dues.

**Section 2. Organizational Membership.** Any firm, business, institution, association, or other entity whose mission and purpose does not conflict with the Association’s may become a Member of the Association upon application and payment of the annual dues. Each such Member shall designate a single delegate to exercise its voting right and shall report the name of such delegate to the Secretary of the Association.

**Section 3. Membership Term.** Membership shall be for a term of one year, and shall be renewable upon payment of the

annual dues.

**Section 4. Annual Dues.** The Board of Directors (hereinafter referred to as the Board) shall establish the annual dues. The Board may establish various classes of membership and it may establish annual dues that differ for the various classes.

**Section 5. Termination of Membership.** The Board may terminate membership for nonpayment of dues. The Board may also, by a vote of two-thirds of the Directors, terminate a membership for conduct deemed to be detrimental to the welfare of the Association. A Member thus terminated may apply to the Board for reinstatement.

**Section 6. Payment of Annual Dues.** Membership dues will be payable on an annual basis at such time each year as determined by the Board of Directors, and may be prorated as necessary by the Treasurer.

### ARTICLE III. MEETINGS OF MEMBERS

**Section 1. Annual Meeting Date.** The Annual Meeting of the Members of the Association shall be held at such time and place as the Board may designate for the purpose of transacting such business as may properly come before the meeting. Notice of the time and place of such meeting shall be given by either regular mail or electronic mail not less than thirty days nor more than sixty days prior to such meeting, addressed to each Member's residence or place of business, as the same shall appear on the records of the Association.

**Section 2. Special Meetings of Members.** Special meetings of the Members may be called at any time by the President. The President shall also call such meetings whenever requested to do so in writing by a majority of the Board or by at least one-fourth of the Members of the Association. For purposes of this section, any Member may obtain on demand from the Secretary a list of the names and addresses of the Members of the Association. Notice of special meetings shall be given in advance to all Members by mail if time permits; or otherwise by telephone, fax, or other electronic means.

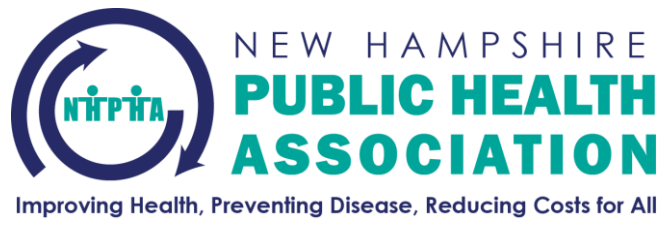
**Section 3. Protocol.** Meetings of the Members shall be conducted in accordance with *Robert's Rules of Order*. The Secretary shall act as secretary and keep the minutes of the meetings. The Secretary shall record and use as decisive the vote of the Members.

**Section 4. Quorum.** At all meetings of Members, there shall be present at least one-fourth of the Members of the Association in order to constitute a quorum. Meetings of Members may be adjourned from day to day by the President in the absence of a quorum.

**Section 5. Voting.** At all meetings of the Members, only such persons, firms, businesses, institutions, associations, and other entities shall be entitled to vote as appear as Members upon the membership roll of the Association. Each Member shall be entitled to one vote.

**Section 6. Majority Vote.** At all meetings of the Members, all questions, except those which are otherwise specially regulated by statute or otherwise provided for in these Bylaws or in the Articles of Agreement, shall be determined by a majority vote of the Members present.

**Section 7. Elections.** Election ballots for Board members and officers shall be sent to each Member of the Association in good standing not less than thirty days prior to the Annual Meeting. Ballots must be returned by mail or received as otherwise designated no later than five days prior to the Annual Meeting. Tie votes shall be resolved by lot or as otherwise



mutually acceptable to the tied candidates. Election results will be announced at the meeting, may be published in the Association's newsletter; or be sent to the Members in a special mailing.

## ARTICLE IV. BOARD OF DIRECTORS

**Section 1. Protocol for Board Meetings.** The business and affairs of the Association shall be managed by a Board of Directors. The Directors shall, in all cases, act as a Board, using *Robert's Rules of Order* and they may adopt such other rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with these By-Laws, the Articles of Agreement, and the laws of New Hampshire and the United States.

**Section 2. Board Membership.** The Board of Directors shall consist of a minimum of 11 and a maximum of 18 Directors, including the Officers of the Association. Directors shall be members in good standing at the time of their election and throughout their terms of office.

**Section 3. Board Terms.** Unless otherwise specified, the term of office for a Director shall be three years. There shall be no limitation on successive terms of office for a Director. Directors shall be elected to serve staggered terms, having one-third elected annually.

**Section 4: Student Board Member.** There shall be one additional Director who shall be a student appointed or otherwise selected in accordance with policies and procedures established by the Board. Such Director shall have full participation and voting privileges. The term of office for this position shall be one year. There shall be no limitation on successive terms of office for a student Director.

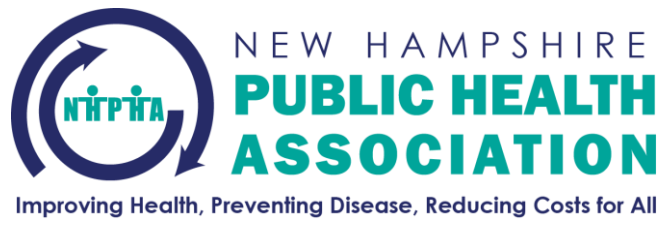
**Section 5. Ex-Officio Members.** The Director of the Division of Public Health Services, or the state entity so named, Department of Health & Human Services, the State Medical Director, the State Epidemiologist, Department of Health & Human Services, and the State Medical Examiner shall be ex officio members of the Board with voice, but no vote. The Director of the Division of Public Health Services may delegate attendance at Board meetings to a senior member of the DPHS management team and the State Epidemiologist may delegate attendance at Board meetings to either the Chief of Epidemiology and Communicable Disease Program or the Assistant State Epidemiologist in order to facilitate attendance and appropriate representation at every Board meeting.

**Section 6. Board Vacancy.** In case of any vacancy on the Board through, death, resignation, disqualification, or other cause, the remaining Directors are empowered to elect a successor to fill the unexpired portion of the term of the vacant office.

**Section 7. Notice of Regular Board Meetings.** For regular meetings of the Board, written notice stating the place, day, and hour of the meeting, and a proposed agenda for the meeting, shall be delivered not less than four nor more than thirty days before the date of the meeting, either personally, by mail, fax or other electronic means..

**Section 8. Special Board Meetings.** Special meetings of the Board may be called at any time by the President or by a majority of the Directors. Notice of such meetings, including the place, day and hour of the meeting and the purposes of the meeting, shall be given to each Director in person or by telephone no less than 24 hours before the time of the meeting

**Section 9. Board Meetings.** All meetings of the Board shall be held at such time and place as the Board may elect.



Unless otherwise prohibited by law, a Director may attend a meeting of the Board by means of a telephone conference call, or by other similar communications equipment, provided that all persons participating in the meeting can hear the proceedings simultaneously.

**Section 10. Roles of Officers at Meetings.** The President shall preside over meetings of the Board and shall conduct the meetings according to *Robert's Rules of Order*. The Secretary shall keep the minutes of the meetings and otherwise act as Secretary. The Secretary shall record, and use as decisive, the vote of the duly appointed and elected Directors in matters pertaining to the business and affairs of the Association.

**Section 11. Board Meeting Quorum.** A quorum shall consist of a majority of the Board of Directors elected or appointed.

**Section 12. Board Empowerment.** The Board is empowered to adopt positions and opinions on behalf of the Association. However, no such position or opinion shall be adopted by the Board if it is substantially inconsistent with an existent position or opinion previously adopted by the Members, unless the Board reasonably believes that a majority of the Members would affirm the new position or opinion at the time of the Board's adoption. Any position or opinion adopted by the Board shall be subject to repeal or modification by the Members at an Annual or Special Meeting.

**Section 13. Board Member Resignation.** Any Director may resign by submitting a written resignation to the President of the Association.

**Section 14. Board Member Removal.** A Director may be removed from the Board, by vote of two-thirds of the Directors, for unexcused absence from three (3) consecutive meetings of the Board or for other conduct deemed to be detrimental to the welfare of the Association. Such removal may be rescinded by a majority vote of the Members taken at their next Annual or Special Meeting. If any Director is absent from three unexcused consecutive meetings of the Board, the Board shall then consider whether such Director should be removed.

**Section 15. Full Disclosure.**

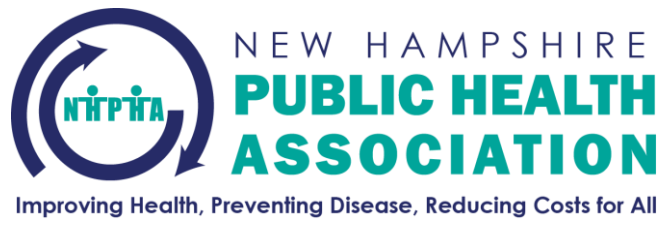
Each member of the Board of Directors and staff members of NHPHA, Inc. shall annually provide to the President a list of formal affiliations with other nonprofit organizations. This list shall be considered a matter of public record and shall be available for review upon request by the public.

## ARTICLE V. OFFICERS

**Section 1. Officers of Board.** Officers of the Board of Directors shall be a President, a President -Elect, an Immediate Past President, a Vice President, a Secretary, and a Treasurer. Officers are elected by members in good standing, by secret ballot, in accordance with Article III, Section 7. Each officer shall be a member in good standing at the time of his/her election and throughout his/her term of office, and shall hold office until his/her successor is elected and qualified.

**Section 2. Vacancy on Board.** A vacancy in any office, except for that of President, President -Elect, or Immediate Past President, resulting from any cause, shall be filled for the unexpired portion of the term by the Board. In the case of the death, disability, resignation or removal of the President, the Vice President shall automatically assume the Presidency. In the event of a vacancy in the office of President -Elect, it shall remain vacant until the next election. Both the office of President and President -Elect shall be filled at the next election.

**Section 3. President.** The President shall have general and active supervision over the activities and affairs of the Association, subject, however, to the control of the Board. He or she shall preside at all meetings of the Board and the



Members and shall take care that all orders and resolutions of the Board and the Members are carried out. The President is empowered to sign, execute, and deliver in the name and on behalf of the Association, all instruments authorized by the Board.

**Section 4. President-Elect.** The President -Elect shall serve as such from the close of the Association's Annual Meeting at which he/she is elected to the close of the next Annual Meeting, when he/she shall automatically become President. The President -Elect shall have such powers as delegated by the President and be called upon to speak in behalf of the Association in the event that the President is unable to do so. He/she shall work closely with the President on matters of importance to the Association.

**Section 5. Vice-President.** The Vice President shall have such powers and duties as the membership may from time to time direct. In the absence of the President, the Vice President shall perform the duties of the President, and, when so acting, shall have all of the powers of, and be subject to all of the restrictions of, the office of the President. The Vice President shall have oversight responsibilities of Association planning activities.

**Section 6. Secretary.** The Secretary shall keep the minutes of the meetings of the Members and of the Board, maintain the membership roll of the Association, certify votes of the Board or the Members, give notices of meetings, preserve the records of the Association, and have such other powers and perform such other duties as the Board or membership may from time to time direct.

**Section 7. Treasurer.** The Treasurer shall supervise the collection of dues, and have charge and be responsible for all funds, securities, and valuable effects of the Association. The Treasurer shall supervise the disbursement of all funds for and on behalf of the Association, assuring that proper books and records are kept and maintained, furnish financial statements at the Annual Meeting, for the Annual Report, and at such other times as the Board may direct, perform all duties necessary and incident to the office of Treasurer, and have such other powers and perform such other duties as the Board or membership from time to time may direct. The Treasurer may be bonded in an amount set by the Board.

**Section 8. Immediate-Past President.** The Immediate-Past President shall serve as such from the time of the Association's Annual Meeting following his/her election as President. The Immediate-Past President is charged with chairing the Nomination Committee and overseeing the election process.

**Section 9. Officer Term of Office.** The term of office for an officer shall be one year. There shall be no limitation on successive terms of office for any officer of the Association. Should an officer be elected while serving his/her three year term as a director, and subsequently wishes to return to the status of director at large after completing a term as an officer, and has unexpired time left on his/her director's term, that officer will be allowed to return to a director at large position without having to be re-elected into the position.

**Section 10. Officer Assumption of Duties.** Officers elected at the time of the Annual Meeting shall assume their duties following the close of the Annual Meeting at which their election is announced.

## ARTICLE VI. ANNUAL REPORT

**Annual Report.** Prior to each Annual Meeting, the President, in collaboration with the Executive Director, shall compile an Annual Report of the activities of the Association over the past one year. The Report shall include, but not be limited to:

- 1) a description of the positions and opinions adopted by the Association in the past year,
- 2) reports from all the committees of the Association concerning their activities, including the status of the

- membership,
- 3) a financial statement and report from the Treasurer,
  - 4) a report from the Secretary concerning important votes taken by the Members and the Board, including officers elected, committees created or dissolved, and persons appointed to committees,
  - 5) the minutes of the previous Annual Meeting and a summary of the minutes of any Special Meetings held during the past one year, and
  - 6) a statement by the President about the Association's prospects and aspirations for the coming year. Copies of the Annual Report shall be made available to any Member who wishes to have one.

#### **ARTICLE VII. EMPLOYEES**

(the sections highlighted below were approved when we had an Executive Director and then rescinded when we had to lay the ED off—they are left in for future reference)

The Board may appoint or employ an Executive Director, or other staff as the Board deems necessary, whose duties and function shall be those prescribed by the Board.. The Board shall determine the compensation to be paid to the Executive Director and other employees.

Section 1. Reporting Relationship. The Executive Director will report to President of the Board of Directors, keeping the President of the Board informed of the activities of the Association. Duties of the Executive Director will be described in a position description approved by the Board of Directors. The Executive Director will provide written reports to meetings of the Board. The Executive Director will be evaluated annually by the Executive Committee of the Board.

Section 2. The Executive Director will have the authority to hire, supervise, and evaluate such employees designated by the Board of Directors to carry out the functions of the Association.

- a. The Executive Director will have the authority to supervise and terminate employees of the Association as described in the Association's approved personnel procedures. The Executive Director will make salary increase recommendations of such employees to the Board of Directors.
- b. The Executive Director will act to protect the interests of the Association in matters dealing with agencies with whom the Association has agreed to enter into formal relationships and whose employees are officially employees of the Association but not under supervisory authority of the Executive Director.

Section 3. All employees of the Association are employees-at will.

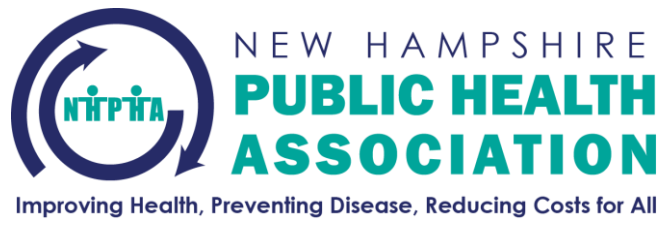
#### **ARTICLE VIII. FISCAL YEAR**

The fiscal year of the Association shall begin on such date as the Board may determine.

#### **ARTICLE IX. CONTRACTS AND FUNDS**

**Section 1. Authorization.** The Board may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

**Section 2. Fiscal Authorization.** All checks or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by an officer or agent of the Association in such manner



as shall be determined by the Board. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as may be selected by the Board.

## ARTICLE X. COMMITTEES

**Section 1. Committees.** There shall be seven standing committees.

**(a) Executive Committee:** The Executive Committee shall consist of six officers of the Board, additional Directors chosen by the members of the Board, and the Executive Director. The Executive Committee may act for the Board between regular meetings and exercise any and all powers of the Board in those situations where the convening of the Board as a whole is not feasible. The Executive Committee is specifically responsible for seeing that long range planning for the Association is carried out in an appropriate fashion. The Board may move to limit the activities of the Executive Committee in selected instances. The President acts as Chair of the Executive Committee.

**(b) Finance Committee:** The membership of the Finance Committee shall consist of the President, Treasurer, and at least one other Association member, who need not be a member of the Board. The Chair of the Committee shall be appointed by the President. The committee reviews, at least annually, the fiscal plan for the Association and the annual operating budget; monitors monthly financial statements; and makes recommendations as the committee deems appropriate to the Board. The committee, at its request or upon the request of the Board, reviews recommendations of other committees that affect the financial status of the Association.

**(c) Membership Committee:** The Membership Committee shall consist of a Chair appointed by the President and at least three other Association members, who need not be members of the Board. The Committee shall be responsible for an overall plan for the recruitment and retention of Individual and Organizational Members of the Association. The Committee will develop such materials, events and strategies to serve these purposes.

**(d) Human Resources and Nominating Committee:** The Human Resources and Nominating Committee shall be composed of a Chair and at least three members, two of whom shall be elected by the membership, one member appointed by the President. The Immediate Past President of the Association or current Vice President will serve as the Chair of the Committee. The committee shall develop and maintain appropriate human resource policies and procedures to assure fair and equitable management of all Association staff. The committee is also responsible for the development of a slate of officers, directors, and two members of the Nominating Committee; preparation of a ballot, provision for write-in candidates, for direct nominations from the Members, and for tabulation of the vote. The committee shall also work closely with the Membership Committee in the development of materials, meetings and other activities undertaken for the orientation of new Members.

**(e) Public Policy Committee:** The Public Policy Committee shall consist of a Chair appointed by the President and at least four other Association members. One or more members shall be Directors. The committee shall carry out those activities essential to the development of a program of action regarding public policy issues, assist in the implementation of the plan and the evaluation of the Association's position and activity on such public policy issues consistent with the Association's Articles of Agreement, Mission Statement, Bylaws and such other regulations that govern the operation of the Association.

**(f) Program Planning Committee:** The Program Planning Committee shall consist of a Chair appointed by the President and at least three other Association members, who need not be members of the Board. The committee

shall be responsible for developing and undertaking activities that support the purpose of the organization by providing information and education to the broader public health community and/or the public at large, as deemed appropriate by the Board. Such activities may include Public Health Week, the Annual Fall Forum, participation in the events of related entities, and/or special projects as are fiscally possible.

(g) **Communications Committee:** The Communications Committee shall consist of a Chair appointed by the President and at least three other Association members, who need not be members of the Board. The committee shall be responsible for keeping members informed in a timely manner of the activities of NHPHA and supporting all communication activities between the Board and NHPHA membership. The Communications Committee shall utilize various methods to keep NHPHA members current including a member-to-member list serve, e-newsletter, and website.

**Section 2. Special Committees.** Special Committees may be created for a specified time and task to carry out the work of the Association which cannot be delegated to a standing committee.

**Section 3: Written Records.** Every committee shall maintain a written record of its activities.

**Section 4: Quorum.** A quorum for each committee shall be a majority of its members.

#### ARTICLE XI. SPECIALTY MEMBER SECTIONS

**Section 1. Purpose** Sections provide an opportunity for members to pursue specific professional interests within the large, multi-disciplinary structure of the Association. They advance the purpose of the Association through a focus on specific professional interest in policy statements, publications, meetings, and attendance in Association events.

#### **Section 2. Status**

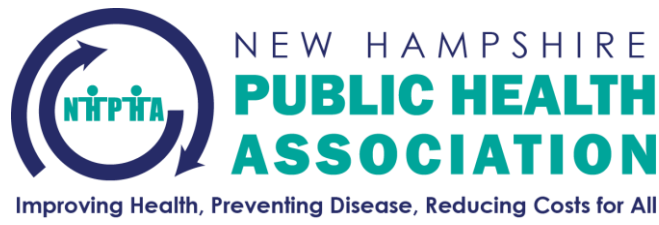
- a) A minimum of ten (10) members, in good standing with the Association at time of section request, is required for the establishment of a new section.
- b) A Section can only be established with approval of the Board of Directors. A Board member must confirm there are 10 members interested and willing to participate in section activities.
- c) A Section may be disestablished automatically when its membership drops below 10 members as recorded at the end of the fiscal year.
- d) The Board of Directors may disestablish a Section for reasons other than low membership. When the Board of Directors is considering disestablishment of a Section, that Section will be provided the opportunity for a hearing to present information regarding why the Section should not be disestablished.
- e) Membership in a Section is voluntary, but only those members who have declared an affiliation with a Section are allowed to vote on matters of the Section. An affiliation is declared through active participation and/or response to a request for section membership from the Board.
- f) Individual members may attend any Section meeting as a non-voting member.

**Section 3. Duties** Sections shall develop a description of the purpose of the Section, and provide for an annual election of a nonvoting Section Representative to the Board.

Section responsibilities:

- a) Submit Section operating procedures to the Board of Directors for approval.
- b) Establish and submit an action plan to the Board of Directors for approval each year.
- c) Appoint at least one representative to the Program Planning and Membership Committees.





- d) Provide an annual report of Section activities to the Board of Directors of the Association.
- e) Communicate with Section members through NHPHA newsletter, email, or special mailings.

**Section 4. Budget** Each Section is accountable to the Association for Section funds, and must submit an annual budget request to the finance committee. Approval of the budget request is at the discretion of the executive committee, and such factors as Section membership levels and other revenue generation will be considered.

#### **ARTICLE XII. AMENDMENTS**

Any five Members together, or the Board of Directors, may propose to amend, alter, or repeal these bylaws. Such proposals shall be adopted by a majority vote of those members in attendance and meeting the quorum requirement as provided for in Article III, Section 4 of these Bylaws. The Board may provide for a vote by mail, telephone, fax, or other electronic means. Such changes must be sent to each member of the Association in good standing at least thirty days in advance of the deadline established for submitting a written vote, or the meeting at which a vote shall be taken. At the request of ten or more members in good standing, a meeting of the membership shall be called for the primary purpose of discussion of proposed Bylaw changes; such meeting must be requested no less than twenty days in advance of the voting deadline and scheduled no less than ten days in advance of the voting deadline.

#### **ARTICLE XIII – AUDIT**

The Board of Directors is responsible for ensuring the proper conduct of all banking activities; safety of assets; and the accuracy and adequacy of periodic reports and timely filings of reports and tax documents required to keep the Association in good standing. Financial books and records of the Association shall be monitored on an annual basis by a Certified Public Accountant. An annual report, including all relevant financial documents, shall be provided to all Members of the Board of Directors. However, an audit by a certified public accountant can be requested at any time by a vote of the Board of Directors

#### **ARTICLE XIV. AFFILIATION**

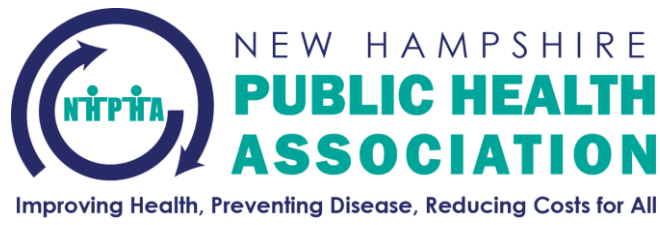
The Association may affiliate with or withdraw affiliation from any national or regional group upon approval of one quarter of the Membership at an Annual or Special Meeting, or via a mail vote. The Association is an officially recognized affiliate of the American Public Health Association.

#### **ARTICLE XV. WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any Member or Director of the Association under the provisions of these By-Laws or under provisions of the Articles of Agreement, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XVI. LIMITATION OF LIABILITY**

Unless otherwise expressly authorized by the Board, the Directors shall serve without compensation and, pursuant to Section 508:16 of New Hampshire Revised Statutes Annotated, shall not be liable for bodily injury, personal injury, or property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton



negligence in the course of an activity carried on to accomplish the purposes of the Association.

#### ARTICLE XVII. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Officer, Director, individual contractor, employee, or representative of the Association shall take any action to carry on any activity by or on behalf of the Association which is not permitted by Section 501 (c) (3) or related sections of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

*Adopted: January 17, 1992*  
*Amended: May 3, 1996*  
*Amended: September, 1998*  
*Amended: May 1, 2004*  
*Amended: April 7, 2005*  
*Amended: April 16, 2008*  
*Amended: September 3, 2010*  
*Amended: April 10, 2013*  
*Amended: April 14, 2016*