

**BYLAWS OF THE
KENTUCKY PUBLIC HEALTH ASSOCIATION, INCORPORATED**

ARTICLE I

NAME: The name of this nonprofit organization is the Kentucky Public Health Association, Incorporated, hereinafter referred to as the KPHA, Inc.

ARTICLE II

PURPOSE: The purpose of the KPHA, Inc. is as stated in Article VII of the Articles of Incorporation.

ARTICLE III

MEMBERSHIP: Memberships are available as provided in Article XII of the Articles of Incorporation of the KPHA, Inc., for individuals, local or regional organizations, statewide organizations, local governing agencies, and institutional membership.

ARTICLE IV

BOARD OF DIRECTORS:

Section 1: The affairs and business of the Corporation shall be conducted by a Board of Directors composed of twelve (12) elected directors, five (5) elected officers, all area team leaders, a delegate representing the affiliated chapters, and the immediate past president.

Section 2: A majority of the Board of Directors shall constitute a quorum of the transactions of business at any meeting of the Board.

Section 3: The unexpired terms of all vacancies on the Board of Directors, except for the President, President-Elect, and Vice-President shall be filled by the nominee in the most recent election who received the next highest number of votes. If the office of President becomes vacant, shall be filled by the Vice-President. The office of Vice President, if vacant shall be filled by special election.

Section 4: All meetings of the Board of Directors shall be open for attendance by any member of KPHA, Inc.

Section 5: Any Board Member, including officers with three or more consecutive unexplained absences may be dismissed from the Board. The member may designate a proxy to represent him/her at the meeting. Upon Board approval to remove a member, the President will send a letter to the individual documenting that removal.

ARTICLE V

OFFICERS:

Section 1: The five (5) officers of the KPHA, Inc. shall be President, President-Elect, Vice- President, Secretary, and Treasurer.

Section 2: The President, President-Elect and Vice President of the KPHA, Inc., shall be elected by the membership at large through a paper or electronic ballot in accordance with ARTICLE VIII, Section 4.

Section 3: The Secretary and Treasurer of the KPHA, Inc., shall be elected for a term of three (3) years by the membership at large through a paper or electronic ballot in accordance with ARTICLE VIII, Section 4.

Section 4: The newly elected officers shall be installed at the annual meeting and shall assume duties within thirty (30) calendar days thereafter. Officers may be elected for the succeeding terms.

Section 5: Duties of Officers:

- **President:** The President shall serve as chief administrative officer for the KPHA, Inc., for one (1) year and shall possess broad discretionary and delegatory powers act as deemed necessary and proper to carry out the business of the KPHA, Inc. Duties shall include serving as Chair of the Board of Directors, making an annual report on the affairs of the Board and fiscal and financial status of the Corporation, and making all appointments, excepting those to the Nominating and Elections Committee.
- **President-Elect:** The President-Elect shall serve on the Board of Directors for one (1) year before assuming the office of President, and act in the capacity of the President at the President's bidding or in the absence of the President. Responsibilities shall include duties assigned by the President and the development of the program for the annual meeting. The responsibilities shall include filling the un-expired term of the President should the President position become vacant.
- **Vice-President:** The Vice-President shall act in the capacity of the President-Elect in the absence of the President-Elect. Responsibilities shall include filling the unexpired term of the President-Elect should the latter office become vacant. The Vice-President shall serve as Vice-Chair of the Program Committee. The Vice-President shall serve for one (1) year before assuming the office of President-Elect.
- **Secretary:** The Secretary shall see that: minutes of meetings are recorded and retained; and such other duties as are incident to the office are carried out. If the Secretary's position should become vacant, the Board of Directors, utilizing the most previous election ballots shall appoint the Secretary.
- **Treasurer:** The Treasurer shall see that: all funds of KPHA, Inc. are properly accounted for; reports of all receipts and disbursements of KPHA, Inc. are made at such times as required by the Board of Directors and such other duties as are incident to the office are carried out. If the Treasurer's position should become vacant, the Board of Directors, utilizing the most previous election ballots, shall appoint the Treasurer.

ARTICLE VI

DIRECTORS, DELEGATES FROM AFFILIATE CHAPTERS AND IMMEDIATE PAST PRESIDENTS:

Section 1: The term of office of the twelve (12) Directors of KPHA Inc., shall be four (4) years. These terms shall be staggered so that three (3) new Directors are elected each year.

Section 2: These Directors shall be elected by the membership at large through a paper or electronic ballot in accordance with ARTICLE VIII, Section 4.

Section 3: The newly elected Directors shall be installed at the annual meeting and shall assume duties within thirty (30) calendar days thereafter. No Director elected for a full term may be elected for the succeeding term.

Section 4: At no time shall the number of elected Directors be less than nine (9).

Section 5: A Director may designate a personal representative who is an active member of KPHA, Inc., to act as a proxy at any meeting or Board functions, by stating such in writing to the President or Executive Director of the KPHA, Inc.

Section 6: Area team leaders, the delegate representing the affiliated chapters, and immediate past president shall serve the term of one (1) year.

ARTICLE VII

MEETINGS:

Section 1: Meeting dates of the Board of Directors shall be set by the Directors and be announced at least ten (10) calendar days prior to all meetings so called.

Section 2: At annual and special meetings of the membership at large of the KPHA, Inc. those members present shall constitute a quorum.

Section 3: On any vote, a majority of those voting shall carry that vote.

Section 4: Board and Executive committee meetings may be held in person, by telephone or other electronic conference call, or electronic on-line conference meeting provided that notice of the meeting is given to all members and a quorum has been established. The President will ensure that electronic meetings are conducted in such a way that all members are heard and have the ability to actively participate. When deemed necessary by the President, the executive committee may also make motions and conduct votes via email for situations that cannot wait until the next regular scheduled meeting. Motions approved via email shall be ratified at the next scheduled executive committee meeting.

ARTICLE VIII

ELECTION PROCEDURE:

Section 1: The Nominating and Elections Committee of the KPHA, Inc. shall be composed of five (5) members representing various disciplines and representing different regions of the State and shall be appointed by the Board of Directors for a term of service of one (1) year. The Nominating and Elections Committee shall elect its own chair.

Section 2: The Nominating and Elections Committee shall submit to the Board of Directors two (2) nominees to fill the expiring term of each director and officer of the KPHA, Inc. If the Nominating and Elections Committee is unable to secure the required nominees, the Committee Chair shall submit a letter to the President defining the committees due diligence in attempting to secure the required nominations.

Section 3: A list of the nominees of the Nominating and Election Committee shall be distributed either by mail ballot or electronically to the membership at large of the KPHA, Inc. at least thirty (30) calendar days prior to the closing of nominations. Additional nominations to fill the expiring terms of the directors and officers of the KPHA, Inc. may be made during this period by submitting name(s) of said nominee(s) to the Chair of the Nominating and Elections Committee signed by at least twenty (20) current dues-paying members of the KPHA, Inc.

Section 4: After nominations are closed, either a paper or electronic ballot shall be made and sent at least forty-five (45) days prior to the annual meeting. Said ballots shall contain the alphabetical listing of names of all nominees to fill the expiring terms of the directors and officers of the KPHA, Inc. and shall be accompanied by a brief biological sketch of each nominee. When the nominees made as outlined in Section 2 and Section 3 above do not exceed the number of directors or officers expiring to allow for an election by membership, the President shall submit the nominees to the Board of Directors for confirmation by majority vote.

Section 5: All current individual member or designated representative of any organization member of the KPHA, Inc., shall be eligible for nomination and election to office and shall be allowed to cast one (1) vote. Local or regional organizational memberships shall be entitled to ten (10) voting delegates. Institutional memberships shall be allowed up to twenty-five (25) voting delegates. State-wide organizational members and institutional members shall designate the names of their voting delegates at the time application is made for membership.

Section 6: Paper and electronic ballots are to be returned within thirty (30) calendar days to the Chair of the Nominating and Elections Committee. In order to be valid the paper ballot must be returned in the ballot envelope, signed and name of signee must be legible. Envelope must be returned or postmarked by the date specified in the letter transmitting the ballot. Electronic ballot submissions must be validated by containing the member identification number. The Nominating and Elections Committee shall tabulate the ballots and report the results at the annual meeting of the KPHA, Inc. Selectees will be notified by the Chair of the Nominating Committee prior to announcing results to the general membership at the annual meeting.

Section 7: In the event of a tie vote, final selectees will be determined by a mutually agreed upon flip of a coin.

ARTICLE IX

FISCAL YEAR: The fiscal year of the KPHA, Inc. shall begin on July 1 each year and end on June 30 of the following year.

ARTICLE X

AREAS: The Board of Directors may provide for such areas of focus such as trending health topics, public health needs, workforce disciplines, etc. as it may deem advisable for scientific or professional purposes. The Board of Directors shall annually appoint an Area Team Leader for each Area established.

ARTICLE XI

HEADQUARTERS: The headquarters for the KPHA, Inc. shall be located at a place designated by the Board of Directors.

ARTICLE XII

AFFILIATED CHAPTERS: The affiliated chapters shall be responsible for the development of chapter by-laws that are approved by KPHA Board of Directors. Chapter representative to serve on the Board of Directors of KPHA.

ARTICLE XIII

CERTAIN MATTERS REFERRED TO BOARD OF DIRECTORS:

Section 1: All motions and resolutions adopted at any annual or special meeting of the KPHA, Inc. and involving matters of policy administration or business shall be referred to the Board of Directors for implementation.

Section 2: The Board of Directors shall have full power of the KPHA, Inc. in all matters and its Chair shall submit an annual report of its actions to the membership at large.

ARTICLE XIV

SELECTION OF TIME AND PLACE OF ANNUAL MEETING: The Board of Directors of KPHA, Inc. shall determine the time and place of the annual meeting.

ARTICLE XV

DUES:

Section 1: Membership dues for individuals shall be established by the Board of Directors. Special Membership: Grant a membership for a specific amount of time (usually for one year) because of something important an individual has done for KPHA, such as a speaker not charging for his/her services.

Section 2: Local, Regional, statewide organization, and local governing agencies' and institutional memberships are encouraged and the Board of Directors shall establish membership dues.

Section 3: The membership year shall be a calendar year with all membership dues payable by January 1. Each member will have a 30-day grace period to pay their membership beginning on January 1. Any membership paid between October 1 and December 31 will have membership for the next full calendar year.

Section 4: Honorary membership may be granted to any person who has contributed significantly to the field of Public Health. Honorary membership candidates shall be submitted by an active member of the Executive Committee and approved by the Board of Directors. Honorary members shall not be required to pay dues, shall not be entitled to vote or hold office, but may attend meetings of the Association and be accorded the privilege of the floor. Membership is for life.

Section 5: An active member in good standing for at least ten (10) consecutive years immediately prior to retirement may be eligible for Life Time Membership. Life Time members shall not be required to pay dues, but may vote and hold office. Life Time Membership candidates shall be submitted by an active member to the membership committee of the association at the Board of Directors meeting prior to the annual convention.

ARTICLE XVI

COMMITTEES APPOINTED BY THE PRESIDENT:

Section 1: There shall be appointed by the President an Audit Committee consisting of three (3) members of KPHA, Inc. whose duties shall be to annually examine and audit the books, and report its findings to the President within 60 calendar days following the close of the fiscal year.

Section 2: There shall be an Executive Committee composed of the President, Vice-President, President-Elect, Secretary, Treasurer, and two (2) elected Directors appointed by the President to act on matters between regularly scheduled Board meetings.

Section 3: The President shall annually appoint a Conference Committee headed by the President-Elect to plan and promote the program and other arrangements as are needed for the annual meeting of the KPHA, Inc. The Conference Committee shall be responsible for the following areas: Abstracts/Speakers,

Awards, Continuing Education, Exhibits/Sponsors, Registration, Silent Auction, Student Chapters, and any other areas as deemed necessary.

Section 4: There shall be a Scholarship Committee, the Chairperson of which appointed by the President. The committee members may be appointed by the President or the Scholarship Committee chair representing a variety of health disciplines.

Section 5: There shall be a Legislative/Policy Committee that shall consist of at least five (5) members. The President shall appoint a Legislative/Policy Committee Chairperson with the confirmation of the Executive Committee. The chairperson will select the remaining members of the committee.

Section 6: The President shall appoint other committees necessary or desirable for KPHA, Inc.

ARTICLE XVII

RULES OF ORDER: Business sessions of KPHA, Inc shall be conducted in accordance with Robert's Rules of Order, except as where otherwise specified.

ARTICLE XVIII

PUBLICATIONS: All publications of KPHA, Inc. shall be issued under the direction of the Board of Directors and shall become the property of KPHA, Inc.

ARTICLE XIX

PROPERTY: Board of Directors shall act as trustees for all property of KPHA, Inc.

ARTICLE XX

DELEGATES TO THE AMERICAN PUBLIC HEALTH ASSOCIATION AND SOUTHERN HEALTH ASSOCIATION:

Section 1: The Board of Directors shall elect a delegate. The President shall serve as the alternate. Both the delegate and the President or the President designee may be sent to the Governing Council of the American Public Health Association to represent the Kentucky Public Health Association, Inc. The delegates shall be elected for a term of three (3) years. The delegate and the President or the President designee shall be a member of both APHA and KPHA, Inc.

Section 2: The Board of Directors shall elect a delegate. The President shall serve as the alternate. Both the delegate and the President or the President's designee may be sent to the Governing Council of the Southern Health Association to represent KPHA, Inc. The delegates shall be elected to a term of three (3) years. The delegate and the President or the President designee shall be a member of both SHA and KPHA, Inc.

ARTICLE XXI

AMENDMENTS OF THE BY-LAWS: The Bylaws of the KPHA, Inc. can be amended by the Board of Directors subject to the approval by vote of the membership. At least (10) ten calendar days notice of the vote shall be given to the membership prior to the meeting where any By-Laws changes will be made.

ARTICLE XXII

RECORDS: Records of the KPHA, Inc. shall be kept in a central location.

ARTICLE XXIII

EMPLOYEES: The Board of Directors shall have full power to employ such employees, full, or part-time, as deemed necessary to carry out the business of the KPHA, Inc.

Adpt Jan 1990 Rev Nov 1993 Rev Jan 1995 Rev April 1996 Rev April 1997 Rev April 1999 Rev Mar 2001 Rev May 2004
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