**NORTH CAROLINA PUBLIC HEALTH ASSOCIATION, INC**

**BYLAWS**

**PREAMBLE**

 Article I

**Name:**

**The name of this association shall be the North Carolina Public Health Association, Inc. (NCPHA)**

 Article II

**Mission Statement:**

The North Carolina Public Health Association is an association of individuals and organizations working to improve the public’s health through political advocacy, public awareness, professional development, and the interface between research and practice.

**Vision Statement:**

The North Carolina Public Health Association is the leading professional association for people dedicated to promoting and protecting the health and environment of all North Carolinians.

**Guiding Principles:**

The Guiding Principles of the North Carolina Public Health Association are: integrity, dignity, respect, pride, commitment, inclusion and education for individuals and communities.

 Article III

**Membership:**

The Association shall consist of Regular Members, Student Members, Life Members, and Retiree Members. Other categories of membership are Affiliate Members and Organizational Members. Persons admitted to membership shall be actively engaged in health work or have a serious interest in the NCPHA and its mission.

Eastern District North Carolina Public Health Association (EDNCPHA) shall be assessed dues of $250 annually providing the said affiliate with a vote on Governing Council.

 Article IV

**Finances:**

All funds received shall be deposited to the credit of the NCPHA in depositories approved by the Executive Committee.

The Governing Council shall establish dues for all categories of membership. Notification of change in dues shall be made to the membership at least thirty (30) days prior to the Annual Meeting preceding the fiscal year in which they are to go in to effect. All dues are payable on the anniversary month of the membership. The fiscal year shall be July 1- June 30.

Determination of all fees shall be the responsibility of the Governing Council.

The accounts of NCPHA shall be audited annually by an Audit Committee.

 Article V

**Meetings of the Membership:**

There shall be an annual meeting of the membership of NCPHA to be held at a time and place to be designated by the Governing Council.

A special meeting may be called by the President upon request of the Governing Council, or upon written request of one hundred (100) members of NCPHA provided thirty (30) days advance notice of the time, place and purpose of the special meeting is sent to the members of NCPHA.

One hundred (100) members present in person, shall constitute a quorum.

Article VI

**Officers** of the NCPHA shall consist of a Past President, President, President-Elect, Vice President, and Secretary/Treasurer, who shall be duly elected by the members. Each shall serve from the close of the meeting at which they are elected until the close of the next NCPHA Annual Meeting, except for the Secretary/Treasurer, who shall serve a three-year term. The Vice President shall automatically ascend to the President-Elect after serving as Vice President. The President-Elect shall automatically ascend to the Presidency after serving as President-Elect. The President should have served on the Governing Council during the past five (5) years.

The duties of the officers shall be those usually implied by the offices and shall be outlined in the Manual of Procedures.

Should a vacancy occur in the office of President, the President-Elect shall ascend to the Presidency.

Article VII

**Executive Committee:**

The Executive Committee shall be composed of the Immediate Past President, the President, the President-Elect, the Vice President, Secretary/Treasurer, the Representative to APHA, Counsellor of Law (non-voting), Chairs of the Advocacy, Audit, and Membership & Outreach Committees, Caucus Chairs, and the six (6) Members-At-Large. All voting members of the Executive Committee shall be elected by the full membership with exception to Caucus Chairs who are elected by their respective Caucus.

Terms (while the following positions have no term limits, the same nomination/election process must be used to be re-elected for another term):

* Representative to APHA: Three (3) years
* Chairs of Advocacy, Audit, and Membership & Outreach Committees: Three (3) years (beginning 2022 election the Audit Committee Chair shall be a three-year term; Advocacy Committee Chair shall be a two-year term; and Membership & Outreach Committee Chair shall be one year term. All will move to a three-year term each election thereafter.)
* Members-At-Large: Three (3) years

The Executive Committee shall be empowered to transact the business of the NCPHA in the interim between meetings of the Governing Council. All action taken by the Executive Committee shall be reported at the next meeting of the Governing Council.

Meetings of the Executive Committee shall be called by the President as needed. A majority of the members of the Executive Committee shall constitute a quorum.

 Article VIII

**Relationships:**

Affiliated Groups: An affiliate group may be voted into NCPHA by a majority of the membership voting according to the Bylaws, provided the application for membership is recommended by the Governing Council.

The affiliate group shall conduct its activities in cooperation with the NCPHA and report to the Governing Council.

The Bylaws of the affiliate group shall not be in conflict with the Bylaws of the NCPHA. Any project or action of the affiliate group which would involve reference to or participation by NCPHA shall not be undertaken until it is submitted in writing to, and approved by, the Executive Committee.

APHA: The NCPHA shall maintain affiliation with the American Public Health Association and elect an official representative to each organization.

Article IX

**Governing Council:**

The Governing Council shall consist of the members of the Executive Committee, the Chairperson of each Section of NCPHA, one representative elected by each affiliate group of NCPHA, one Academic Liaison appointed by the President, and one representative from the North Carolina Division of Public Health (DPH), appointed by the DPH Director. The aforementioned members shall have voting privileges and shall send a proxy to the Governing Council Meetings who shall have voting privileges, provided the signed written notification is received by Governing Council in advance. The Governing Council may include special appointments that are non-voting.

The Governing Council shall be empowered to adopt a budget; recommend the creation and dissolution of Sections and Caucuses; take action concerning affiliates; establish dues for all categories of membership; take action on resolutions; and recommend over-all policies for NCPHA. The Governing Council shall receive reports from all committees and shall take action on all reports as needed.

Actions taken by the Governing Council shall be reported to the membership at the next Annual Meeting. A two-thirds (2/3) vote of the membership present shall be required to override the action of the Governing Council.

A majority of the members of the Governing Council must be present at any duly called meeting of the Governing Council to constitute a quorum.

 Article X

**Committees:**

Fall Educational Conference Committee, Audit Committee, Advocacy Committee, Public Awareness Committee, Membership & Outreach Committee, Organizational Structure Committee, and Awards & Scholarship Committee. Duties and composition of the Standing Committees are outlined in the Manual of Procedures.

Any special committee or task force appointed must function for at least three (3) years prior to being established as a Standing Committee. When and if this special committee or task force is recommended as a Standing Committee, a written outline of purpose, function and duties must be submitted to the Organizational Structure Committee for approval by the Governing Council.

A majority of the committee members must be present to constitute a quorum.

Article XI

**Sections:**

A Section may be created by a majority vote of the membership, provided the application for creation of such Section has been approved by the Governing Council and notice of the proposed Section(s) has been transmitted in writing to the membership with a minimum thirty (30) day advance notice of a vote on the recommended Section(s) voting period. An individualmust be a member of NCPHA to qualify for membership in any Section. In order to acquire Section status, a written application or letter, defining the purpose of the Section, and a copy of the proposed Bylaws of the Section must be filed with the Chairperson of the Organizational Structure Committee of NCPHA. The application must be signed by a minimum of twenty-five (25) persons who would become members of the Section.

Upon approval by the Governing Council, a Section may establish one Subsection which shall consist of no less than twenty-five (25) members. The Subsection members shall be members of NCPHA and the respective Section. The procedure for establishment of a Subsection shall be the same as that for establishing a Section as outlined in this Article. Section-Subsection relationships shall be defined in Section Bylaws. NCPHA-Subsection relationships shall be through the Section Chairperson.

In order to continue to qualify as a Section or Subsection, a minimum of twenty-five (25) Section or Subsection members, who are members of NCPHA, must be maintained and Section representatives on respective committees must be present for committee meetings. If a Section or Subsection membership should fall below twenty-five (25) for two (2) consecutive years or representation at committee meetings are not present during these two (2) consecutive years, the Section or Subsection will be reviewed by the Governing Council. If it fails to meet the minimum membership requirement for the third consecutive year and representation at committee meetings are not present during the third (3) consecutive year, the Section or Subsection may be dissolved.

Section mergers are permitted and encouraged if membership in an established section falls below 25 persons. If an established section of NCPHA desires to merge with another section of NCPHA, a letter to the President/ Executive Committee requesting the merger is required. Co-chairs of the new section may be elected or appointed, or one chairperson may be elected or appointed at the discretion of the newly merged section membership.Any project or action which would involve reference to or participation by NCPHA shall not be undertaken until it is submitted in writing to, and approved by, the Executive Committee.

If a subsection should elect to dissolve, all designated funds raised by and for that subsection will roll up into the larger section with all established rules and intentions of the funding designations remaining consistent. Upon dissolution of a section, the section may decide among its remaining members how to designate section funding within NCPHA (examples might include, remaining funds may roll up into an established or general scholarship fund within NCPHA or another Section, the general NCPHA annual meeting fund, or a designated amount may be made to the endowment for NCPHA). No amount of fundsraised within a section for the purposes of scholarship or section operations may become personal property of the chair or any other member of the section. All funds of any section remain the property of NCPHA upon dissolution of the section.

Article XII

**Caucus:**

A Caucus may be created by a majority vote of the membership, provided the application for creation of such Caucus has been approved by the Governing Council and notice of the proposed Caucus(es) has been transmitted in writing to the membership with a minimum thirty (30) day advance notice of a vote on the recommended Caucus(es) voting period. A Caucus has a publicly stated purpose that promotes identified public health issues; and, it shares in identified benefits from its association with NCPHA. The Chair of an eligible Caucus is a member of the NCPHA Executive Committee. An individualmust be a member of NCPHA to qualify for membership in any Caucus. In order to acquire Caucus status, a written application or letter, defining the purpose of the Caucus, and a copy of the proposed Bylaws of the Caucus must be filed with the Chairperson of the Organizational Structure Committee of NCPHA. The application must be signed by a minimum of twenty-five (25) persons who would become members of the Caucus.

In order to continue to qualify as a Caucus a minimum of twenty-five (25) Caucus members, who are members of NCPHA, must be maintained and Caucus representatives on respective committees must be present for committee meetings. If a Caucus membership should fall below twenty-five (25) for two (2) consecutive years or representation at committee meetings are not present during these two (2) consecutive years, the Caucus will be reviewed by the Governing Council. If it fails to meet the minimum membership requirement for the third consecutive year and representation at committee meetings are not present during the third (3) consecutive year, the Caucus may be dissolved.

If a Caucus should elect to dissolve, all designated funds raised by and for that subsection will roll back to NCPHA with all established rules and intentions of the funding designations remaining consistent. Upon dissolution of a Caucus, the Caucus may decide among its remaining members how to designate Caucus funding within NCPHA (examples might include, remaining funds may roll up into an established or general scholarship fund within NCPHA or another Caucus, the general NCPHA annual meeting fund, or a designated amount may be made to the endowment for NCPHA). No amount of fundsraised within a Caucus for the purposes of scholarship or Caucus operations may become personal property of the chair or any other member of the Caucus. All funds of any Caucus remain the property of NCPHA upon dissolution of the Caucus.

Article XIII

**Conflict of Interest:**

A Conflict of Interest policy exists to protect this tax-exempt organization’s (NCPHA’s) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or members of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. Please see NCPHA Manual of Procedures for additional detail and clarity about conflict of interest and compensation.

Article XIV

**Amendments:**

These Bylaws may be amended by a majority vote of the membership, provided notice of the proposed amendment(s) has been transmitted in writing to the membership with a minimum thirty (30) day advance notice of a vote on the recommended amendment(s) voting period.

Article XV

Presidential Appointments:

**The current President shall have the authority to make appointments to the Executive Committee (e.g., Counsellor of Law) and Governing Committee (e.g., Parliamentarian). Any presidential appointments shall be non-voting. All presidential appointments** serve for the term of the President.

Article XVI

PARLIAMENTARY AUTHORITY:

The rules contained in the current edition of the Robert’s Rules of Order Newly Revised are the accepted parliamentary authority of NCPHA and its constituents. These rules shall govern where they are applicable and where they are not inconsistent with these bylaws and any special rules of order that NCPHA may adopt.

Article XVII

**Publications:**

All publications of NCPHA shall be issued under the direction of the Governing Council and shall become property of NCPHA.

Article XVIII

**Property:**

The Executive Committee shall act as trustee for all property of NCPHA.

The Secretary/Treasurer or Executive Director shall be custodian of the Association’s copies of all articles of incorporation, fidelity bonds, and other legal documents. These shall be kept in a NCPHA safe deposit box in a bank approved by the Governing Council. All items shall be retained to satisfy legal requirements in the State.