



**North Dakota Public Health Association
BY-LAWS**

Article I – Name

The name of this organization shall be the North Dakota Public Health Association, hereinafter referred to as the Association.

Article II – Purpose and Objectives

The objectives of this Association are to protect and promote personal, public, and environmental health; to bring together persons interested in public health for the purpose of fostering a better understanding of public health problems and practices and to facilitate the interchange of ideas relating to methods for the solution of these problems and for assaying the value of public health practices in North Dakota; to provide for scientific advancement of members; and to aid in the promotion of state and local legislation in the interest of public health with particular focus on the interrelationship between health and the quality of life.

Article III – Powers and Restrictions

The North Dakota Public Health Association may exercise all the rights powers, and privileges now or hereafter conferred upon nonprofit corporations organized under and pursuant to the laws of the state of North Dakota. NDPHA is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code.

Article IV – General Membership Meeting

Section 1. There shall be an annual meeting to be held at a time and place selected by the Governing Council. Special meetings may be called at the discretion of the Governing Council or a petition of twenty-five percent of the membership.

Section 2. Twenty members present and voting shall constitute a quorum for the transaction of business, at either an annual meeting or a special meeting.

Section 3. All business sessions of the Association shall be conducted in accordance with the most current Robert's Rules of Order. A parliamentarian may be appointed by the President.

Article IV – Membership

Section 1. There are five classes of membership in the Association. Members are expected to have an active interest in advancement of public health in North Dakota. The classes of membership include:

- a. Individual Member – Any person who is interested in the advancement of public health is eligible for membership in the Association upon payment of annual dues.
- b. Honorary Member – Any person may be elected by the Governing Council as an honorary member for their distinguished service in public health.
- c. Student Member – Any person engaged in full time study will be eligible for student membership in the Association upon payment of annual dues.
- d. Life Member – Any person who has been an individual member for ten continuous years immediately preceding retirement will be eligible for life membership.
- e. Organizational Member – After approval of the Governing Council, an agency, who is interested in the advancement of public health may become an organizational member by paying membership dues. The agency shall be entitled to one vote and will receive correspondence of the Association. State and local health units are in-eligible.
- f. Corporate Member - Corporate members are employed by an organization that provides products or services to NDPHA members or wish to associate themselves with NDPHA and the public health profession. Corporate members are considered "business partners" of the association. Corporate members may not vote, hold an office or serve as a section or committee chair, but may serve as a section or committee member.

Section 2: Voting - Individual, Student and Designated Organization Members are eligible to vote. Honorary and Lifetime members do not have voting power.

Article V – General Membership Meeting

Section 1. There shall be an annual meeting to be held at a time and place selected by the Governing Council. Special meetings may be called at the discretion of the Governing Council or a petition of twenty-five percent of the membership.

Section 2. Twenty members present and voting shall constitute a quorum for the transaction of business, at either an annual meeting or a special meeting.

Section 3. All business sessions of the Association shall be conducted in accordance with the most current Robert's Rules of Order. A parliamentarian may be appointed by the President.

Article VI – Dues

Section 1. Dues shall be recommended by the Governing Council and set by a majority vote of the members at the annual business meeting.

Section 2. Honorary members and life members shall not be required to pay dues.

Article VII – Officers

Section 1. The officers of the Association shall be a President, President-Elect, Vice-President, and Secretary, and Treasurer.

Section 2. The President of the Association shall:

- a. Be a member of the American Public Health Association;
- b. Serve as the official representative of the Association to the public or private agencies or individuals with which the Association interacts;
- c. Advance the purposes, objectives and policies of this Association through every appropriate means possible;
- d. Preside at the Annual Meeting of the Association and at all meetings of the Governing Council;
- e. Make such appointments and fill such vacancies as are provided for by the Constitution and By-Laws of the Association;
- f. Succeed to the office of Immediate Past-President as provided in these By-Laws;
- g. Perform such duties as may be provided for in the Constitution and By-Laws or by the actions or resolutions of the general membership at an Annual Meeting or the Governing Council of the Association.
- h. May act on behalf of the Governing Council regarding time sensitive issues or discussions that may come up before the next Governing Council Meeting.

Section 3. The President-Elect of the Association shall:

- a. Preside at meetings in the absence of the President;
- b. Represent the Association in the absence of the President;
- c. Serve as a member of the Governing Council of the Association;
- d. Succeed to the office of President, and Immediate Past-President as provided in these By-Laws;
- e. Perform such duties as may be requested by the President of the Association.

Section 4. The Vice President of the Association shall:

- a. Serve as a member of the Governing Council of the Association;

- b. Succeed to the offices of President-Elect, President, and Immediate Past-President as provided in these By-Laws;
- c. Perform such duties as requested by the President of the Association.

Section 5. The Secretary of the Association shall:

- a. Maintain records of meetings of the Association and Governing Council;
- b. Perform such duties as may be prescribed by these By-Laws, the Governing Council, or may be requested by the President;

Section 6. The Treasurer of the Association shall:

- a. Monitor the fiscal affairs of the Association, under the direction of the Governing Council;
- b. In collaboration with the President, provide reports and interpretations of the Association's financial condition as may be required to the Governing Council and the membership;

Section 7. All officers, shall be elected for two-year terms or until their successors are elected. Officers shall begin their duties at the end of the annual general membership meeting at which they are elected.

Section 8. The Governing Council shall fill any vacancy, other than that in the office of President or President-Elect by appointment for the remaining unexpired term. When a vacancy occurs in the office of President, the President-Elect may at once succeed to the office of President, filling the unexpired term, at then full fill their upcoming term. When a vacancy occurs in the office of President-Elect, the Vice President may at once succeed to the office of President-Elect, filling the unexpired term, at the end of which time they may then fill their upcoming term.

Article VIII – Governing Council

Section 1. The Governing Council shall consist of the officers of the Association, the past president, the Association's Affiliate Representative to the Governing Council (ARGC), the chair(s) from each section of the Association, the Historian, and the chair(s) from each committee of the Association, and two members-at-large.

Section 2. The Association's Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association (APHA) shall be elected by the membership for a term of three years may not serve more than two consecutive terms. The term of office shall begin following the annual general membership meeting at which elected. The representative must be a member of the American Public Health Association.

Section 3. The Historian shall be elected by the membership for a term of two years and may not serve more than two consecutive terms. The term of office shall begin following the annual general membership meeting at which elected.

Section 4. The members-at-large shall be elected by the membership for a term of two years. The term of the office shall begin following the annual general membership meeting at which elected.

Section 5. The Governing Council shall have full power in all matters demanding action between meetings of the Association and shall submit a report of all such actions taken.

Section 6. The Governing Council shall study proposed amendments to the Constitution and By-laws before submission to the Association membership and shall present its recommendations.

Section 7. The Governing Council shall hold at least four regular meetings each year, one immediately preceding the annual meeting and one immediately following the annual meeting. Special meetings may be called by the President, or by a petition of twenty-five percent of the Governing Council.

Section 8. A majority of the members of the Governing Council shall constitute a quorum for the transaction of business.

Section 9. The Governing Council may fill any vacancy, except for the role of President and President-Elect, by a majority vote.

Section 10. A Governing Council member may be removed by a majority vote of the Governing Council Board if they have 3 unexcused absences from the board meetings. A Governing Council Board member may resign at any time by delivering written notice thereof to the NDPHA President.

Article IX – Committees

Section 1. The President may appoint a chairperson for each standing committee, and any special committee, subject to the approval of the Governing Council.

Section 2. Standing committees may include: policy and advocacy, awards, membership, finance, audit, nominating, and conference planning. A chairperson shall be appointed to these committees following the end of the annual meeting.

Section 3. The President may establish such special committees as are deemed necessary to consider subjects of interest and to report to the Governing Council.

Section 4. Committees shall consist of a chairperson and at least two members of the Association.

Section 5. Committees shall meet at least twice every year.

Section 6. Each committee shall submit a report at the annual business meeting of the past year's activities. Written minutes of all committee meetings shall be submitted to the Secretary.

Article X – Sections

Section 1. The Association may be organized into sections pertaining to specific interests of Association members. Each section shall biennially elect a chairperson.

Section 2. A section may be created by at least ten members petitioning the Governing Council for such action. The Governing Council shall approve or disapprove the formation of each section.

Section 3. Each section shall be required to develop a work plan with goals and objectives and submit a report at the annual business meeting of the past year's activities. Written minutes of all meetings of sections shall be submitted to the Secretary.

Section 4. A section may be dissolved by the general membership by majority vote at the Annual meeting.

Section 5. Each section shall elect a chairperson to serve a two-year term on the Governing Council. These terms will be staggered, with half of the representatives elected at each annual meeting.

Section 6. Sections shall meet at least twice every year.

Article XI – Elections

Section 1. The nominating committee shall submit a slate of candidates consisting of one nominee for each office to be filled by election at the annual meeting. Individual nominations for each office may be received from the floor. No name shall be presented as a candidate unless the nominee has consented to serve if elected.

Section 2. The election shall be by voice vote unless the office is contested. If additional nominations are received from the floor, the election for those offices shall be conducted by written ballot with the candidate receiving the highest number of votes declared elected.

Article XII – Amendment of By-Laws

These By-Laws may be amended by a two-thirds vote of the members present at any annual business meeting provided that written notice of proposed amendments shall have been submitted to the membership at least thirty days prior to the said meeting.

Article XII – Association Staff

Section 1. The Governing Council may employ an Association Staff to serve for an indefinite term. The Association Staff is a non-voting member of the Governing Council and shall attend Governing Council meetings and report to the Council. Association Staff shall not be entitled to vote and shall not be counted for purposes of determining whether a quorum is present at any Governing Council meeting.

Section 2. The Association Staff shall be charged with carrying out the directives, programs, and policies approved by the Governing Council, assisting the officers and committees with their duties and functions, and representing the Association as appropriate.

Revised and Accepted by NDPHA Members during annual meeting June 14, 2023.

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