

# **Bylaws of the Nevada Public Health Association (NPHA)**

## **ARTICLE I: Organization**

Section 1 – Name. The name of this organization is the Nevada Public Health Association. Hereafter, the Nevada Public Health Association is referred to as the Association, or its acronym, NPHA.

Section 2 – Parliamentary Procedures. All meetings of NPHA and its Board of Directors (hereafter, Board) will be governed by these Bylaws, amendments, and by Robert’s Rules of Order, Revised.

Section 3 – Non-Profit Corporation Status. NPHA is organized and operated as a Nevada Nonprofit Corporation, and in compliance with Section 501(c)(6) of the U.S. Internal Revenue Code of 1986. The Corporation’s activities have been organized in such a manner that no part of its earnings will benefit any member, officer, or individual, and all efforts will be made to maintain the Corporation’s 501(c)(6) status.

Section 4 – Antidiscrimination Clause. NPHA complies with the Civil Rights Act of 1964, as amended, and the Rehabilitation Act of 1973, P.L. 93-112, as amended, and any relevant program-specific regulations, and shall not discriminate against any employee or officer because of race, national origin, creed, color, sex, sexual orientation, religion, age, or disability or handicap condition, including AIDS and AIDS-related conditions.

## **ARTICLE 2: Purpose**

Section 1 – Objectives. The objectives of the Association are to bring into close association those persons and organizations interested in the:

- (a) promotion, protection and expansion of public health throughout the State of Nevada;
- (b) development of high ideals of service in public health;
- (c) the enlightenment of the general public regarding modern practices of public health;
- (d) promotion of high ethical standards for public health workers; and
- (e) safeguarding of the professional and scientific interests of NPHA members and the promotion of their educational advancement.

## **ARTICLE 3: Membership and Dues**

Section 1 – Qualifications. Except as otherwise noted, all persons engaged in or interested in public health or related fields of interest are eligible for membership in the Association.

Section 2 – Types of Membership. There are four classes of membership in the Association:

- (a) *Active Members* – Any person engaged in, or interested in public health or related endeavors.
- (b) *Student Members* – Any person engaged in educational activities who at a minimum is enrolled as a half-time undergraduate student, or a graduate student enrolled for a minimum of six credits. Student members have the same rights and privileges in the Association as Active Members.
- (c) *Retired Members* – Any person who previously was an active member and has since retired from public health or a related field.
- (d) *Honorary Members* – Any person elected by the Board, at their discretion, to honorary membership.

Section 3 – Membership Application and Dues. Application for membership must be accompanied by annual dues. Membership will begin during the month dues are paid, and last for 12 months. At the end of 12 months, members will have the opportunity to renew their membership. Dues notices will be sent to Active Members, Student Members and Retired Members not later than one month prior to their expiration date.

Effective May 1, 2012, the annual dues for each class of members shall be set forth as follows:

- (a) Active Members: \$40.00.
- (b) Student Members: \$20.00.
- (c) Retired Members: \$15.00
- (d) Honorary Members: No dues.

Section 4 – Membership Rights and Participation. The right to hold office, to vote, or to serve the Association in any capacity shall be open to all individual members. Participation in the affairs and conduct of business of the Association shall be limited as follows:

- (a) No member shall participate in the Association unless his or her dues are paid at the rate prescribed in these Bylaws.

- (b) Active Members are entitled to participate in all activities of the Association, serve as officers, or serve on standing and ad hoc committees.
- (c) Honorary Members may participate in all meetings and discussions, serve on committees in an advisory capacity, and have the right to cast one vote at membership meetings and in elections.

Section 5 – Transfer of Membership. Membership in the Association is nontransferable.

Section 6 – Ownership of Assets. No member upon resignation, removal, or termination of membership shall have any property right in the assets of the Association.

Section 7 – Termination of Membership. Membership in the Association may be terminated or refused for cause upon a two-thirds (2/3) vote of the entire Board of Directors. Cause refers to conduct detrimental to interests of the Association, including, but not limited to:

- (a) Misappropriation of funds.
- (b) Failure to follow protocol in representing the Association.
- (c) Harass, threaten or cause harm to officers or other members of the Association.

Such member shall be given a ten (10) day notice of a hearing at which a decision for termination is to be made, and shall be given an opportunity to be heard prior to the final decision. Following a hearing, the decision of the Board of Directors shall be final.

#### **ARTICLE 4: Governance and Meetings**

Section 1 – Standing Committees. The only standing committee of the Association is the Board of Directors (Board). Standing committees may be created and abolished by the Board.

Section 2 – Ad Hoc Committees. Ad hoc committees, limited in function and time of activity, may be created and abolished by the Board. A majority of the members of any ad hoc committee shall constitute a quorum. In the appointment of ad hoc committees, a majority of the membership thereof may be selected from the same area for convenience, time, and expense of travel.

Section 3 – Board of Directors. The elected statewide officers of the Association and the voting members of the NPHA Board of Directors consist of a President, President-Elect, Immediate Past President, Vice Presidents, Treasurer, Secretary, and Affiliate Representative to the American Public Health Association’s Governing Council (hereafter, Affiliate Representative). The administrative powers and policies of the Association shall be vested in the Board.

Section 4 – Duties and Authority of the Board of Directors. The Board is charged with carrying out the objectives of the Association. The specific duties and authority of the Board shall be as follows:

- (a) To formulate, plan, organize, and pursue the implementation of the Association's policies and procedures.
- (b) To oversee the accounting of all funds, records, and accounts operated by the Association in accordance with the NPHA Fiscal Policies and Procedures approved by the Board on July 22, 2009.
- (c) To supervise the expenditure of all Association funds in accordance with the NPHA Financial Policies, or upon approval of the Treasurer, President, or authorized signer.
- (d) To oversee all ad hoc committees of the Association, including those ad hoc committees charged with planning annual nominations and elections, and the Association's annual conference.
- (e) To oversee the process for the nomination and election of the Association's Officers in accordance with the NPHA Nomination & Elections Policies and Procedures approved by the Board on December 16, 2009.
- (f) To oversee the process for planning the Association's annual conference.
- (g) To develop a regular platform of issues to be presented for approval by the membership of the Association.
- (h) To keep the membership apprised of its activities, decisions, and actions.
- (i) To maintain a record of all meetings and proceedings of the Board and committees supervised by the Board.
- (j) The authority to contact and network with other organizations dealing with public health issues.
- (k) The authority to give written and verbal support to organizations whose interests and objectives are consistent with NPHA, including making recommendations regarding actions to be taken on behalf of NPHA to promote political action in concert with other organizations.
- (l) The authority to develop long-term strategies for raising of public and private funds to support the programs of the Association and oversee the general disbursement of these funds.

- (m) The authority to create, supervise, and abolish appropriate ad hoc committees as needed.
- (n) The authority to approve and supervise the employment of all agents and staff of the association, including fixing compensation and overseeing the performance review of Association employees.

Section 5 – Regular Meetings of the Board of Directors. Meetings of the Board shall be called at such times as may be deemed necessary by the President of the Association, or upon the request of at least three (3) members of the Board. Four (4) Board members shall constitute a quorum for the transaction of Board business.

## **ARTICLE 5: Officers**

Section 1 – Officers and Terms of Office. The elected statewide officers of the Association and the voting members of the NPHA Board consist of a President, President-Elect, Immediate Past President, Vice Presidents, Treasurer, Secretary, and Affiliate Representative.

- (a) *President.* The President shall preside over all Board meetings and all general membership meetings of the Association; hold final authority for financial decisions; be responsible for official Association correspondence; and serve as an ex-officio member of all committees. The President shall serve a term of one (1) year beginning January 1.
- (b) *President-Elect.* The President-Elect shall serve on the Board; provide leadership for the conference planning committee; and serve as an ex-officio member of all committees. The President-Elect shall serve a term of one (1) year beginning January 1, assume the position of President for a term of one (1) year the following year, and assume the position of Immediate Past President for a term of one (1) year following the Presidential term. The office of President-Elect is open to any member of the Association in good standing.
- (c) *Immediate Past President.* The Immediate Past President shall serve on the Board; provide leadership and guidance to the President and President-Elect; serve as an ex-officio member of all committees, including the conference planning committee; and serve as the Board's liaison to the American Public Health Association.
- (d) *Vice President(s).* A Vice President shall be elected for each active local chapter. The Vice President, which is the highest elected office at the chapter level, shall serve as the primary officer elected in the chapter; shall be responsible for meetings and activities within the local chapter; and shall serve as the Association's Nominating & Elections Committee. Vice Presidents shall serve a term of (2) years beginning January 1. Northern and Southern Nevada Chapter Vice Presidents shall serve staggered terms. The office of

Vice President is open to any member of the Association in good standing who resides in the geographic area of the local chapter.

- (e) *Treasurer.* The Treasurer shall be elected by the membership and serve on the Board and Finance Committee. The Treasurer serves both the statewide Association and all local chapters. The Treasurer shall render a full account of all monies and securities of the Association; pay certified indebtedness; provide a full account of all membership dues and a record of all members submitting dues to the association; render a report of receipts and expenditures to the Board as requested; and, generally, oversee the financial affairs of the Association in accordance with the NPHA Financial Policies approved by the Board on July 22, 2009. The Treasurer shall serve a term of two (2) years beginning January 1. The Treasurer and statewide Secretary shall serve staggered terms. The office of Treasurer is open to any member of the Association in good standing.
- (f) *Secretary.* The Secretary shall be elected by the membership and serve on the Board and Nominating & Elections Committee. The Secretary is statewide Officer who is primarily responsible for keeping the minutes of Board meetings; assisting the President with the administration of the Association; and assisting the Treasurer with ensuring the accuracy and currency of membership records. The Secretary shall serve a term of two (2) years beginning January 1. The Secretary and Treasurer shall serve staggered terms. The office of Secretary is open to any member of the Association in good standing.
- (g) *Affiliate Representative.* The Affiliate Representative shall be appointed by the Board and serve on the Board. The Affiliate Representative shall attend the meetings and proceedings of the APHA Governing Council; perform duties assigned to all Affiliate Representatives; and regularly report to the Board. The Affiliate Representative shall serve a term of two (2) years beginning January 1 that can be renewed indefinitely by the Board. The office of Affiliate Representative is open to any member of the Association in good standing and can be held concurrently with another Board or Chapter position in the association.

Section 2 – Elections. The nomination and election of Officers shall be conducted as set forth by the NPHA Nominations and Elections Policy.

Section 3 – Vacancies. Officer vacancies shall be filled by an NPHA member in good standing with the approval of the members of the Board. Each new Officer shall hold office until the next annual election or until a successor has been elected through a special election.

Section 4 – Removal from Office. An Officer may be removed from office for cause by quorum vote of the Board. Cause refers to conduct detrimental to the interests of the Association, including, but not limited to:

- (a) Misappropriation of funds.
- (b) Failure to follow protocol in representing the Association.
- (c) Harass, threaten or cause harm to officers or other members of the Association.
- (d) Incapacity, either mental or physical to perform the duties of the office.
- (e) Disgraceful personal conduct.
- (f) Falsification of any Association records.
- (g) Failure to attend three (3) consecutive meetings of the Board without formal excuse.

An Officer may be removed from office in the Association for cause upon a two-thirds (2/3) vote of the entire Board of Directors. Such Officer shall be given a ten (10) day notice of a hearing at which a decision for termination is to be made, and shall be given an opportunity to be heard prior to the final decision. Following a hearing, the decision of the Board of Directors shall be final.

Section 5 – Compensation of Officers. Officers will not receive any compensation for their services to the Association. Officers exercise and conduct the affairs of the Association through the commitment of time, in-kind and other support to ensure that the purpose and objectives of the Association are met.

Section 6 – Conflict of Interest. Officers shall exercise their powers in good faith and with a view to the interests of the Association. Board members will diligently avoid any conflict between their own individual, professional or business interests and the interests of the Association. Members who perceive a conflict of interest shall say so before discussion of the issue in question so that it may be noted in the minutes, and abstain from voting on the issue during any meeting of the Board. A Board member is considered to have a conflict of interest when he/she has an interest or relationship which might inhibit objective decisions.

## **ARTICLE 6: Active Chapters**

Section 1 – Active Chapters: Active Chapters of the Association represent bodies that address specific public health issues in sub-regions of the state. While Active Chapters have the authority to establish chapter membership requirements, chapter activities, and chapter bylaws, the NPHA Board of Directors has the sole authority to designate Active Chapters of NPHA.

**ARTICLE 7: Amendments and Bylaws Review**

Section 1 – Amendments: New Bylaws may be adopted or the Bylaws may be amended or repealed at any time by a majority vote of the members of the Board. Full text of the proposed amendments or change in the Bylaws will be mailed to each Board member not less than five (5) days prior to the meeting at which the proposed amendment or change is to be presented, but this provision will not restrict the Board from altering any such proposed text at the meeting at which the change is to be presented. The proposed amendment(s) will be voted upon at the next scheduled Board meeting.

Section 2 – Bylaws Review: These Bylaws will be reviewed annually and otherwise updated and/or revised as necessary.

WE, THE MEMBERS OF THE BOARD OF THE NEVADA PUBLIC HEALTH ASSOCIATION CERTIFY THAT THE FOREGOING BYLAWS WERE REVISED AND ADOPTED BY THE BOARD ON MAY 26, 2016.

WE, THE MEMBERS OF THE BOARD OF THE NEVADA PUBLIC HEALTH ASSOCIATION CERTIFY THAT THE FOREGOING BYLAWS WERE REVISED AND ADOPTED AT THE GENERAL MEETING OF THE BOARD ON JANUARY 14, 2013.

WE, THE MEMBERS OF THE BOARD OF THE NEVADA PUBLIC HEALTH ASSOCIATION CERTIFY THAT THE FOREGOING BYLAWS WERE REVISED AND ADOPTED AT THE GENERAL MEETING OF THE BOARD ON APRIL 20, 2012.

THE FOREGOING BYLAWS SUPERSEDE THE BYLAWS LAST APPROVED BY THE NPHA BOARD ON OCTOBER 15, 2002 AND THE NPHA CONSTITUTION LAST APPROVED BY THE NPHA BOARD ON NOVEMBER 26, 2005.

ATTEST: NEVADA PUBLIC HEALTH ASSOCIATION

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President, Nevada Public Health Association

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Secretary, Nevada Public Health Association

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Date