

DIRECTORS OF HEALTH PROMOTION AND EDUCATION BY-LAWS

Adopted: 8/4/2014

ARTICLE 1 - NAME

The name of the organization shall be the Association of State and Territorial Directors of Health Promotion and Public Health Education, hereinafter referred to as the Association, doing business as Directors of Health Promotion and Education.

ARTICLE II – VISION, MISSION, PURPOSES

SECTION 1. The Association is organized and shall be operated to achieve the following vision, mission and purposes:

Vision: DHPE advances health policy and systems change with a health equity focus.

Mission: Building on the principles and practices of health promotion and education, DHPE strengthens public health capacity in policy and systems change to improve the health of all and achieve health equity.

Purposes:

- A. To serve as a channel through which directors of health promotion and health education programs of states, territories, and Indian Health Service areas of the US, and other health promotion and education practitioners, researchers and scholars may learn, exchange and share best practices, methods, techniques, and information, for the improvement and effectiveness of the profession and public health.
- B. To advocate for policies and practices and establish position statements that promote health, prevent disease, reduce health disparities and achieve health equity.
- C. To collaborate with the Association of State and Territorial Health Officials (ASTHO), its affiliates, and other related organizations in promoting policy, systems and environmental changes that improve health, prevent disease and achieve health equity.

ARTICLE III – OFFICES

SECTION 1. The principal office of the Association shall be in the Washington, DC Metropolitan Area. The Association may have such other offices either within or outside the Washington, DC Metropolitan Area or the State of Mississippi as the Board of Directors might from time to time determine or as the business of the Association might require.

ARTICLE IV - MEMBERS

SECTION 1. CLASSES OF MEMBERSHIP

A. Voting Membership shall be open to the state or territorial level director of health promotion or public health education, IHS Area Health Education Director, or the equivalent. For states, territories and IHS areas, where there is no such designation, one state, territorial or IHS area level Voting Member shall be appointed by the state, territorial or IHS area health official. Each Voting Member shall be entitled to one vote on all matters coming before the Members and may serve as Directors and Officers and on committees of the Association. If the Voting Member is unable to attend a Membership meeting, the Voting Member may submit a written proxy to the Association's Chair or its Executive Director prior to the official start of the meeting.

B. Associate Membership shall be open to any individual health professional employed in the area of public health education/health promotion who supports the purposes of the Association. Associate Members are not entitled to vote, but may serve as Directors-at-Large and on committees of the Association.

C. Emeritus Membership shall be open to former Voting Members who have retired from state health department service and from any employment in public health, health promotion, health education or health equity. Emeritus members are not entitled to vote, but may serve as Directors-at-large and on committees of the Association.

D. Student Membership shall be open to any individual who is a student enrolled in a degree program at an institution of higher education who supports the purposes of the Association. Student members are not entitled to vote, but may serve on committees of the Association.

E. Organizational Membership shall be open to state health agencies. An Organizational Membership entitles a state health agency to one Voting Membership and four (4) Associate Memberships, each of which is entitled to the rights enumerated above.

F. Partner Membership shall be open to academic, government, and not-for-profit organizations that support the purposes of the Association. Each Partner Membership entitles the organization to five (5) Associate Memberships that are not entitled to vote, but may serve as Directors-at-large and on committees of the Association.

G. Corporate Memberships shall be open to for-profit business and organizations that support the purposes of the Association. Representatives of Corporate Members are not entitled to vote, but may serve on committees of the Association.

SECTION 2. Other rights and benefits afforded to each class of Membership shall be set forth in the policies and procedures of the Association.

ARTICLE V – MEMBERSHIP MEETINGS

SECTION 1. An annual business meeting of the Voting Members shall be held at such time and place as fixed in advance by the Board of Directors for the purpose of electing Officers and Directors and transacting any other business that may properly come before the Voting Members. Written notice of each annual business meeting shall fix the time and place of the annual business meeting and the purpose or purposes thereof, and shall be given to the Voting Members, in the

manner provided by these Bylaws, at least thirty (30) but no more than sixty (60) days before such meeting.

Notwithstanding the foregoing, the election of Officers and Directors and any other matter coming before the Voting Members may be conducted by mail or electronic ballot according to the procedures described in these Bylaws and as required by Mississippi law. If the election of Officers and Directors is held by mail or electronic ballot, an annual business meeting of the Voting Members shall be held within 90 days after the conclusion of the voting period for the purpose of installing the Officers and Directors and transacting any other business that may properly come before the Voting Members.

SECTION 2. Special meetings of the Voting Members may be called by the Board or by the Chair. Written notice of each special Membership meeting shall fix the time and place of the special Membership meeting and the purpose or purposes thereof, shall be given to the Voting Members, in the manner provided by these Bylaws, at least thirty (30) but no more than sixty (60) days before such meeting.

SECTION 3. At all meetings of the Voting Members, thirty percent (30%) of the Voting Members (at least two (2) of whom shall be Officers) who are represented in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business. Each Voting Member shall have one vote. A vote of the majority of the Members, represented in person or by proxy, at a meeting at which a quorum is present, shall be the act of the Voting Members, except as otherwise provided by law or by these Bylaws. Members may vote by proxy executed in writing or electronically by such Members. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Voting Member who executed it. Voting on all matters may be conducted by mail, proxy, facsimile or electronic mail. If a quorum is not present at any meeting, the Voting Members present at such meeting may adjourn the meeting without notice other than an announcement at the meeting, until a quorum shall be present.

SECTION 4. Any action that may be taken at any annual or special meeting of Voting Members may be taken without a meeting if the Association delivers, in the manner provided in these Bylaws for delivery of notice, a written or electronic ballot to every Voting Member entitled to vote on the matter. The written or electronic ballot shall set forth each proposed action and provide the Voting Member with an opportunity to vote for or against each proposed action. Approval by written or electronic ballot, pursuant to this Section 4, shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required by Section 3 of these Bylaws and the number of affirmative votes equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written or electronic ballot shall (A) indicate the number of responses needed to meet the quorum requirements; (B) state the percentage of affirmative votes necessary to approve each matter other than the election of Officers and Directors; and (C) specify the time by which a ballot must be received by the Association in order to be counted. Written or electronic ballots may not be revoked.

SECTION 5. The Chair of the Association shall preside at all meetings of the Voting Members.

At any Voting Membership meeting, if the Chair or the person designated by the Board to preside at that meeting is not present, the Voting Members present shall appoint a presiding officer for such meeting. If the person designated by the Board to act as secretary at that meeting is not present, the Voting Members present shall appoint a secretary for such meeting.

SECTION 6. Any action required or permitted to be taken at a meeting of the Voting Members may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by eighty percent (80%) of all the Voting Members.

SECTION 7. The Voting Members may participate in a meeting of the Voting Members by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1. Except as otherwise provided by law or these Bylaws, the Board of Directors or the “Board” is the governing body of the Association, with all powers of governing, directing and overseeing the management and affairs of the Association. The Board shall have exclusive control over the property, funds and affairs of the Association, and in furtherance of the foregoing, subject to any limitations provided by applicable law, shall have the power, authority, and responsibility to make independent decisions related to the Association.

SECTION 2. The Board shall consist of the Officers (as defined in Article VIII of these Bylaws) and four (4) at-large Directors elected by the Regular Members. The Officers and at-large Directors may collectively be referred to as “Directors” or, individually, as a “Director.” Qualifications for Officers are set forth in Article VIII. Any individual who is a Member and has been a Member for at least the one (1) year preceding his or her election may serve as a Director-at-Large.

SECTION 3. The terms of the Officers shall be as set forth in Article VIII. Except as expressly provided in this Section, the term of each Director-at-Large shall be two (2) years, or until the Director’s successor is elected and qualified. The term of an at-large Director shall begin as of the close of the annual business meeting at which the Director is elected. The terms of two (2) of the at-large Directors shall begin following the close of the annual business meeting of the Regular Members in even-numbered years, and the terms of the other two (2) at-large Directors shall begin following the close of the annual business meeting of the Regular Members in odd-numbered years.

Associate Members may serve in no more than two (2) of the Director-at-Large positions at any time.

SECTION 4. Whenever a vacancy exists in an at-large Directorship on the Board, whether by death, resignation or otherwise, the vacancy shall be filled by a vote of a majority of all the Directors then in office. The vacancy may also be filled by a majority of all the directors then in office even if less than a quorum or by a sole remaining Director. A Director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor in

office, subject to the power of removal stated in these Bylaws.

SECTION 5. Any Director may resign from office at any time upon giving written notice to the Secretary of the Board or to the Association. Any such resignation shall take effect at the time it specifies or, if the time is not specified, upon receipt. The acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective.

SECTION 6. A Director may be removed at any time, with or without cause, by the Voting Members.

ARTICLE VII – BOARD MEETINGS

SECTION 1. Meetings of the Board, regular or special, may be held within or without the District of Columbia or the State of Mississippi upon not fewer than two (2) days' notice to each Director, either personally or by mail, telephone, facsimile, or electronically, subject to waiver of notice as provided in the Mississippi Nonprofit Corporation Act and these Bylaws. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least once each year or more often as established from time to time by resolution of the Board, or as required by the business of the Association. Special meetings of the Board may be called by the Chair of the Board at any time and shall be called by the Chair upon the written request of a majority of the Directors then in office.

SECTION 2. Six (6) Directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 3. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent is obtained in writing or electronically by all the Directors, setting forth the action so taken.

SECTION 4. Any one or more members of the Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 5. The Directors shall not receive any compensation for their services in that capacity. Notwithstanding the foregoing, this Section shall not be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation for such services. The Board may also provide for reimbursement to any Director of reasonable and necessary expenses incurred in attending any meeting of the Board or any committee of the Board of which the Director is a member or alternate member.

ARTICLE VIII - OFFICERS

SECTION 1. The officers of the Association are the Chair, Chair-Elect, Secretary, Treasurer and Immediate Past Chair.

SECTION 2. Officers shall begin their term following the close of the annual business meeting and continue as follows. The term of office for the Chair is one year. The Chair-Elect shall also serve for one year. The terms of the Secretary and Treasurer are two years. The Secretary's term shall begin following the close of the annual business meeting in even-numbered years and the Treasurer's term shall begin following the close of the annual business meeting in odd-numbered years. No individual shall serve in any one office for more than two full, consecutive terms.

SECTION 3. The Chair-Elect will automatically assume the position of the Chair upon the expiration of the Chair's term or upon any vacancy in the Chair's office. The Chair will automatically assume the position of the Immediate Past Chair upon the expiration of the Chair's term.

SECTION 4. Any vacancy other than that of the office of the Chair and Chair-Elect shall be temporarily filled by appointment by the Chair, with the approval of the Board of Directors, until a successor can be elected by the Voting Members to fill the remainder of the unexpired term. If there is a vacancy in the position of Chair-Elect, the vacancy shall go unfilled until the next annual business meeting of the Voting Members at which meeting the Voting Members shall elect a Chair. If there is a vacancy in the office of Immediate Past Chair, the position shall be filled by the individual who most recently served in the position of Chair and who is willing to so serve.

SECTION 5. Only a Voting Member of the Association who has been a Voting Member for the preceding two (2) years may serve as an Officer.

SECTION 6. The Officers shall perform the duties for the Association as set forth below. Each Officer shall do and perform such other duties as may be determined, from time to time, by the Board of Directors or the Chair.

A. The Chair shall chair the Board of Directors; shall preside at the annual business meeting of the Voting Members and shall recommend for Board approval all necessary committees and chairpersons thereof, unless otherwise specified within these Bylaws. The Chair shall provide general oversight over, and supervise the Executive Director of the Association. The Chair shall serve as official representative to Association of State and Territorial Health Officials ("ASTHO") and shall appoint a person to represent the Association if unable to attend ASTHO meetings.

B. The Chair-Elect, during term of office, shall learn about and prepare to assume the office of the Chair and shall perform the duties of the Chair in the event of the Chair's absence or inability to serve. The Chair-Elect shall automatically assume the office of Chair at the expiration of the term of the Chair or upon a vacancy in the office of the Chair. The Chair-Elect shall serve on the Annual Conference Planning Committee.

C. The Secretary shall keep and distribute the minutes of all meetings of the Association, the Board of Directors and the Executive Committee; shall ensure a current listing of the Membership is maintained; shall notify Officers and Directors-at-Large of their election and committee members of their appointments; and shall perform all other duties usual to the office of Secretary.

D. The Treasurer shall have oversight of all financial accounts of the Association; shall oversee all monies, such as cooperative agreement funds, registration fees and dues; draw down federal grant funds; oversee expenditures as authorized by the Board of Directors; and submit quarterly and annual financial statements to the Board of Directors for review and approval. The Treasurer shall ensure policies are in place that safeguard Association assets and the appropriate expenditure of association funds.

E. The Immediate Past Chair shall chair the Nominating Committee and serve as a resource to the incoming Chair and Chair Elect.

SECTION 7. The Board of Directors may hire an Executive Director who shall conduct the day-to-day operations of the Association under the supervision and direction of the Chair and the Board of Directors. The Executive Director will be an ex-officio, non-voting member of the Board of Directors and shall attend Board of Directors meetings, subject to the Association's Conflict of Interest Policy.

ARTICLE IX - COMMITTEES

SECTION 1. The Board of Directors may create committees consisting solely of Directors that shall exercise the authority of the Board in the management of the Association. Each such committee shall consist of two or more Directors appointed to such committee by the Board. The Chair, with the approval of the Board, shall designate a chair of each committee from among the Directors chosen to serve on such committee.

SECTION 2. Other committees not having and exercising the authority of the Board in the management of the Association, including ad hoc or special purpose committees, may also be created by the Board. Unless specified otherwise in these Bylaws or in the Board resolution creating the committee, (A) each such committee shall consist of two or more individuals appointed to such committee by the Board; (B) the Chair, with the approval of the Board, shall designate a chair of each committee from among the individuals chosen to serve on such committee; and (C) the purposes, responsibilities, composition and duration of such committee and the term and term limits of committee members shall be set forth in the resolution creating the committee.

SECTION 3. No committee formed pursuant to Section 1 of this Article shall have the power or authority in reference to the following matters:

- A. the authorization of any distributions from the Association;
- B. the approval or recommendation to Members regarding the dissolution, merger or the sale,

pledge or transfer of all or substantially all of the Association's assets;

C. the election, appointment or removal of Directors or Officers or the filling of vacancies on the Board or on any of its committees; or

D. the adoption, amendment or repeal of the Bylaws or the Articles of Incorporation of the Association.

SECTION 4. The Association shall have the standing committees listed below, which shall report to the Board and make an annual report to the Voting Membership at the annual business meeting. Other committees created by the Board, along with a description of their responsibilities and composition shall be listed in the policies and procedures of the Association. Unless otherwise specified below, (A) the term of members of standing committees shall be two (2) years; and (B) no individual may serve more than two (2) consecutive terms on a particular standing committee.

A. The Executive Committee shall be composed of the Chair, Chair-elect, Secretary, Treasurer and Immediate Past Chair. The committee's charge is to exercise all powers and have such authority and responsibilities of the Board when the Board is not in session and cultivate and identify new leadership within the Association. All actions of the Executive Committee must be reported to the Board of Directors at the next regular or special meeting of the Board of Directors. The Executive Director will be an ex-officio, non-voting member of the Executive Committee and shall attend Executive Committee meetings, subject to the Association's Conflict of Interest Policy.

B. The Nominating Committee shall conduct the annual nomination process for Officers and Directors-at-Large. The committee shall be composed of the Immediate Past Chair, one (1) additional Director and at least two (2) Voting Members who are not Directors. The committee shall use its best efforts to provide for a minimum of two persons for each position. The slate of nominees will be reported to and approved by the Board of Directors at least two months before the annual business meeting. If no candidate receives a majority on the first ballot, the Nominations Committee will ensure that the two candidates receiving the highest number of votes participate in a run-off to determine the winner. Results of the voting shall be announced at the conclusion of the annual business meeting by the Immediate Past Chair, who shall also serve as the chair of this Committee.

B. The Health Policy Committee shall be composed of at least three Association Members. This committee shall solicit and prepare resolutions, recommendations and policy position papers and submit such items to the Board of Directors for appropriate action. The Chair shall be an ex-officio member of this Committee.

C. The Governance Committee shall be composed of at least two Board members and two Association members. This committee shall be charged with the responsibility of reviewing the Bylaws, the policies and procedures of the Association and the charters and operations of the various committees of the Association and making recommendations regarding such documents and committees to the Board of Directors.

D. The Financial/Audit Committee shall be composed of the Treasurer and at least three (3) additional Members with experience in audit and/or finance. The committee will coordinate the required audit and review and make recommendations to the Board of Directors on the financial and administrative procedures of the Association. The chair of the Financial/Audit Committee shall not be the Treasurer. There shall be no term limits for members of the Financial/Audit Committee.

E. The Annual Conference Planning Committee shall be composed of the Chair-Elect and at least three (3) additional Members. This committee shall work with Association staff to plan and coordinate the events and activities of the Association's Annual Conference, including the annual business meeting. The Chair shall propose and the Board approves a Board member to serve as the chair of this committee.

F. The Membership Committee shall be composed of at least four (4) Association Members, at least one of whom must be Voting, plus at least one staff member. The Committee suggests changes to membership recruitment, retention, and renewal policies and practices; supports their implementation; recommends criteria for membership; and in collaboration with the Financial/Audit Committee recommends dues structures.

ARTICLE X - MEMBERSHIP DUES

SECTION 1. The dues for each class of Membership shall be established by the Board of Directors, and reviewed from time to time as needed. Only Members who have paid their dues shall be deemed to be in good standing and eligible for all the rights and benefits associated with their respective class of membership.

ARTICLE XI – INDEMNIFICATION; INSURANCE

SECTION 1. The Association may indemnify each person described in Section 79-11- 281 of the Mississippi Nonstock Corporation Act (the “Act”), as the same may be amended from time to time, to the fullest extent allowed by the Act.

SECTION 2. The Board of Directors may cause the Association to purchase and maintain insurance on behalf of any person described in Section 79-11-281 of the Act against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person under the Act.

ARTICLE XII – PARLIAMENTARY AUTHORITY

SECTION 1. The parliamentary rules and procedures specified in the latest revised edition of *Robert's Rules of Order* shall govern the conduct of all meetings of the Association when they are applicable and consistent with the Act and the Articles of Incorporation and Bylaws of the Association.

ARTICLE XIII – NOTICE

SECTION 1. Notices to Members and Directors shall be in writing and may be delivered personally, by regular mail, facsimile, or electronic communication, by leaving the notice at the residence or usual place of business of a Member or Director or by any other means or method permitted by the Act.

SECTION 2. Whenever notice is required to be given by the Act or these Bylaws, 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. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except where the person is attending for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIV -- AMENDMENTS

SECTION 1. The Governance Committee may, from time to time, recommend to the Board of Directors amendments to the Bylaws.

SECTION 2. If a majority of the Board of Directors concurs with the Bylaw changes proposed by the Governance Committee, the Board of Directors shall notify the Voting Members of the proposed Bylaw amendments and provide them with the text of any proposed amendments (A) at least thirty (30) days, but no more than sixty (60) days, in advance of the meeting at which the vote on such amendments shall be taken or (B) provide them with a period of at least thirty (30) days but no more than sixty (60) days within which to cast their mail or electronic ballot for or against such amendments. To become effective, such amendments must receive the affirmative vote of two-thirds (2/3rds) of the Voting Members either at a meeting at which a quorum is present or, in the case of a mail or electronic ballot, provided the number of ballots cast equals or exceeds the quorum requirement specified in these Bylaws. The amendments approved by the Voting Members shall specify the time at which they become effective.