

# **CONSTITUTION AND BYLAWS OF THE MINNESOTA PUBLIC HEALTH ASSOCIATION**

## **ARTICLE I. NAME**

The name of this non-profit, membership corporation shall be the "Minnesota Public Health Association," to be hereinafter referred to as the Association or MPHA.

## **ARTICLE II. MISSION & VISION**

MISSION: The Minnesota Public Health Association creates a healthier Minnesota through effective public health practice and engaged citizens.

VISION: The Minnesota Public Health Association is an active, independent voice for public health in Minnesota.

## **ARTICLE III. MEMBERSHIP**

Section 1. The membership categories of the Association shall consist of Individuals, Student/Retired, Agency, Community Health Workers, Organizational and Lifetime. All members, except honorary members, will be dues paying.

- a. An Individual Member shall be a person with an active interest in promoting the public's health through the vehicle of the Association.

This category includes those individuals who have been granted honorary status.

- b. An Organizational member shall be any public or private, not-for-profit agency, professional association, corporation, citizen group or other organization with an active interest in promoting the public's health through the vehicle of the Association.
- c. A Student/Retired Member shall be a person either whose primary occupation is as a student of an accredited educational institution or who has retired and who has an active interest in promoting the public's health through the vehicle of the Association.
- d. A community health professional membership with subsidized membership standards shall be granted to eligible community health workers, as defined by APHA. Eligibility criteria will be outlined in the operations manual. The membership committee may request proof of eligibility to verify organization subsidy. The community health professional member shall have full voting rights as a member.

- e. A Lifetime Member shall be any person with an active interest in promoting the public's health through the vehicle of the Association. He or she shall retain a lifetime membership until he or she is deceased, or request membership termination.
- f. Current Individual, Organizational, Student/Retired, Community Health Worker and Lifetime Members shall each have one (1) vote on each matter submitted to a vote of the members. Agency Members shall designate the individual authorized to vote for the entity by written notification at the time dues are paid.

Section 2. Membership may be revoked or refused for cause upon a three-fourths (3/4) vote of the entire Governing Council. Any dues paid by the member for the current year membership will be reimbursed on a pro-rated basis.

Cause: conduct determined detrimental to the Association including, but not limited to: misappropriation of funds, failure to follow protocol in representing the Association; harass, threaten or cause harm to officers or other members of the association

Membership dismissal may occur only after notification and in accordance with organization procedure explicitly outlined in Operations Manual.

Section 3. Each Individual, Student/Retired, Community Health Worker, and Lifetime member may hold office, serve as a member of the Governing Council or serve in a committee leadership position.

## **Article IV. DUES**

Section 1. The membership year shall be based on individual enrollment and begin for each member at the beginning of the calendar year, January 1, and expiring December 31 of that year.

Section 2. Members shall be billed for dues prior to the beginning of each calendar year, which is the time when all individual memberships expire.

Section 3. The annual dues for each category of membership shall be set at the Annual Business Meeting.

Section 4. Recipients of the Albert Justus Chesley Award prior to 1982 and all previously elected Honorary Members shall not be required to pay dues.

Section 5. Annual dues shall be paid within 45 days of billing; members whose dues and unpaid after 45 days shall be considered not to be in good standing and shall be removed from the membership roles.

## **ARTICLE V. OFFICERS**

Section 1. The Officers of the Association shall be a President, President-elect, Immediate Past-President, Secretary and Treasurer.

Section 2. The president-elect shall automatically become president upon completion of a term as president-elect.

Section 3. The president shall automatically become past-president upon completion of a term as president.

- Section 4. The president-elect automatically becomes president in the case of inability of the president to complete his/her term and then serves his/her own term at the close of the next Annual Business Meeting.
- Section 5. A vacancy in the office of president-elect with more than six months to serve in the term shall be filled by a special election called by the president. The provisions of election in article VI, Section I, shall apply except that the special election shall be held within sixty (60) days after the vacancy occurs.
- Section 6. A vacancy in the office of president-elect due to factors other than ascent to the presidency in the office of the president-elect with less than six (6) months to serve in the term shall be filled by a three-fourths (3/4) majority vote of the Governing Council to fill the unexpired portion of the term. The person voted to fill the vacancy in the president-elect position will ascend to the Presidency at the start of the next presidential term.
- Section 7. Except for Treasurer, any office of the Association may be shared by two individuals. Hereafter, all references to any elected officer, e.g. President, President-Elect, Immediate Past President or Secretary shall refer to shared appoints if held by two individuals.
- Section 8. Officers of the Association and the Affiliate Representative to APHA shall comprise the Executive Committee of the Governing Council.

## **ARTICLE VI. ELECTION**

- Section 1. Officers of the Association and Members-At-Large of the Governing Council and the Affiliate Representative, shall be elected from a slate of candidates selected from the membership by the members of the Association by ballot. The vote shall be cast on an official ballot distributed to the Membership by the Secretary via mail and electronic media not less than thirty (30) days nor more than forty (40) days prior to the Annual Business Meeting and returned to the Secretary so that receipt by the Secretary occurs five (5) days prior to the Annual Business Meeting via mail or electronic. Only one ballot will be issued to a member. Each official ballot will provide for write-in candidates for all positions. A plurality shall elect. In case of a tie, the Governing Council shall choose by secret ballot between the candidates who have an equal number of votes.
- Section 2. The new Officers and Governing Council Members, except for the Treasurer, shall assume their official duties at the close of the Annual Business Meeting provided the meeting is held before July 1, otherwise their term of office will commence on July 1 of that year. The interim Treasurer's term of office will begin on January 1, the start of the Association's fiscal year. The outgoing Treasurer will complete their full two and one-half year term on July 1 of that year.
- Section 3. The treasurer will hold office for two and one-half fiscal years. The incoming treasurer will begin a formal orientation period six months prior to the official transition and departure of the current treasurer.

## **ARTICLE VII. DUTIES OF OFFICERS**

- Section 1. President

The President shall call and preside at all meetings of the Governing Council and at the Annual Business Meeting. She/he shall appoint, or assign, with the approval of the Governing Council, Chairpersons for each Standing Committee and other ad hoc committees deemed necessary by the Governing Council.

The President shall be responsible for the overall direction of the organization and the conduct of the work of its officers and its committees.

The President of the Association is expected to represent the interests of the Association and its membership at all times, to take the leadership responsibility in pursuing the strengthening of the Association program and membership.

Section 2. President-elect

The president-elect shall assist the President as presiding officer and as executive officer. The president-elect shall preside at Governing Council meetings in the absence of the President. In addition, the president-elect shall develop with the advice and consent of the Governing Council the work plan and budget plan for his/her presidential term and shall present that plan including membership dues to the membership at the Annual Business Meeting.

Section 3. Secretary

The Secretary shall be responsible for coordinating the administrative affairs and assist the President in conducting the operational affairs of the Association. He/she will be responsible for maintaining records of all official actions, meetings and correspondence and preparing and distributing minutes of each Governing Council, Executive Committee and Annual Business Meeting. In addition, it shall be the Secretary's duty to oversee the election process of officers.

Section 4. Treasurer

The Treasurer shall have charge of all funds of the Association and shall disperse funds consistent with the approved budget and policies of the Association. The Treasurer shall report statement of all receipts and disbursements at the Annual Business Meeting and at such other times as directed by the Governing Council. The Treasurer is responsible for all Minnesota Secretary of State filings and maintenance of Internal Revenue Service documents. The Treasurer will also assure that timely audits are completed, and will recommend a timeline for such to the Governing Council.

## **ARTICLE VIII. DUTIES OF AFFILIATE REPRESENTATIVE TO APHA**

Section 1. The Affiliate Representative to APHA shall represent the Association on the APHA Governing Council.

Section 2. The Affiliate Representative shall be responsible for representing the viewpoint and interests of the Minnesota Public Health Association's membership and Governing Council.

## **ARTICLE IX. MEETINGS**

- Section 1. The Association shall hold an Annual Business Meeting of the Membership, during which time the Membership will set the work plan to conduct the business and accomplish the goals of the Association. The dates, time and place of the Annual Business Meeting shall be selected by the Governing Council.
- Section 2. A quorum of the Association's Annual Business Meeting shall consist of eight percent (8%) of the current membership.
- Section 3. Special meetings of the Association may be called by the president or by six or more members of the governing council, and shall be called by the president at the written request of ten or more members of MPHA.
- Section 4. Written or printed notice stating the place, date and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be provided to each member of the Association not less than twenty (20) nor more than forty (40) days before the date of the meeting

## **ARTICLE X. GOVERNING COUNCIL**

- Section 1. There shall be a Governing Council consisting of the Officers of the Association; six (6) elected At-Large members, of which at least two are from Greater Minnesota; the Affiliate Representative to the Governing Council of the American Public Health Association (ARGC); and ex-officio members including Committee Chairpersons, Program Manager (as applicable) and two Student Representatives. Student members shall each have an individual vote. Standing committee co-chairs shall share a single vote. The Program Manager is non-voting. The President shall be the Chairperson of Governing Council meetings and all MPHA business. All members of the Governing Council shall be members in good standing of the Association.
- Section 2. All officers and members of the Governing Council shall serve a term of two years, except the offices of the President-elect, President and Immediate Past-President, which shall be a combined three-year term, consisting of one year in each office; the Treasurer, who will serve a two and one-half year term; the Affiliate Representative to APHA, which shall be a three-year term; and Committee Chairpersons and the Student Representative, which shall coincide with the terms of their respective appointments as determined by procedures in the operations manual or committee protocol. The terms of at least half of the at-large members shall expire each year. Governing Council Members shall not serve for more than two consecutive terms in the same capacity as their previous role, though there is no prohibition on the number of non-consecutive terms they may serve.
- Section 3. The Governing Council shall have full power of the Association in all matters demanding policy action between meetings of the Association and shall submit for approval at the next Annual Meeting of the Association a report of actions taken under authority of this Section.
- Section 4. At least six regular meetings of the Governing Council shall be held each year at such times as it may select, which are open to the Membership.
- Section 5. The Governing Council shall have the power to make appointments to fill vacancies in the office of Treasurer and Secretary and members at-large. At the next Annual Business Meeting, the balance of the unexpired term shall be filled by election.

- Section 6. A quorum of the Governing Council shall consist of one half of the voting members of the Governing Council. Teleconferencing or other technologies that allow a governing council member to participate in real time are considered acceptable alternatives to in person attendance.
- Section 7. Consistent with the Association's approved budget, the Governing Council may appoint or hire an Executive Secretary or Director. The Governing Council shall determine the duties of the Executive Secretary or Director.
- Section 8. Consistent with the Association's approved budget, the Governing Council may appoint or hire a Program Manager. The Governing Council shall determine the duties of this position. This person shall report to the Executive Committee.
- Section 9. Any member of the Governing Council who misses three (3) consecutive meetings will constitute a resignation. The Governing Council may at their next meeting declare the office vacant and if a vacancy is declared the vacancy shall be filled in accord with Article X. Section V.
- Section 10. At the discretion of the Governing Council, the Executive Committee will conduct its interim business.
- Section 11. The Governing Council, following its election and/or appointment, shall establish annual policy priorities as dictated by the Membership at the Annual Business Meeting and adopt a detailed budget. It shall also develop and/or adopt a formal procedural manual spelling out the responsibilities and organizational relationships of each of the Association's Committees. The manual should specify the charge to each committee, the accountability of that committee to the Governing Council and the desired relationships between and among the various organizational units of the Association.

## **ARTICLE XI. DUTIES OF AT-LARGE MEMBERS**

- Section 1. Each At-Large member shall represent the Membership on the Governing Council.
- Section 2. Each At-Large member shall have a responsibility defined by the Governing Council.

## **ARTICLE XII. DUTIES OF STUDENT REPRESENTATIVE MEMBER**

- Section 1. The student representative member shall represent the Student Membership on the Governing Council.
- Section 2. The student representative member shall have responsibilities defined by the Governing Council.

## **ARTICLE XIII. COMMITTEES**

Executive Committee: The executive committee shall be subject to the direction of the Governing Council and shall report its actions to the governing council.

- The Executive Committee may oversee *routine* Association affairs, including membership and financial matters, between meetings of the Governing Council.

- The Executive Committee shall have authority to act for the governing council between Governing Council meetings provided that a report of any official action is reported at the next Governing Council meeting.

Section 1. The Governing Council is responsible for ensuring that Association's goals are met and for engaging members in the Association's activities. The Standing Committees of the Association shall consist of Membership, Communications, Leadership Development, Policy & Advocacy, Global Health and Health Equity. The Governing Council may establish other committees, task forces, or bodies as is thought desirable by the Governing Council or Membership. The committees' charges must reflect the Association's goals, and the Governing Council is responsible for ensuring the appropriate linkages between and among committees and the Governing Council.

Section 2. Each Committee Chairperson(s) shall be responsible for developing an annual plan to carry out the work plan determined by the Membership at the Association's Annual Meeting and overseeing work of the committee.

Section 3. Each Committee Chairperson(s) shall be responsible for submitting at least quarterly reports for distribution to the Membership.

Section 4. Committee Chairpersons who are members of the Governing Council shall have one vote per committee.

## **ARTICLE XIV. RESOLUTIONS**

All resolutions to be presented at any meeting of the Association shall be presented in writing to the Governing Council at least 15 days before the meeting. The Governing Council shall consider the resolution and report its recommendation back to the Association. A resolution for adoption by the Association may be presented at any meeting of the Association if it has been signed by five (5) percent of the membership.

## **ARTICLE XV. AWARDS**

Section 1. The Association recognizes public health accomplishments through the presentation of awards to individuals and/or organizations based on defined criteria. Nominations for award recipients are processed by the Leadership Development Committee, and recommendations forwarded to the Governing Council for approval. Awards are presented at the Annual Meeting. An award need not be granted annually.

a. The Albert Justus Chesley Award for distinguished service in public health shall be presented to a member of the Association who has distinguished himself or herself in the field of public health and who has through his/her memberships, made a definite contribution to the Minnesota Public Health Association.

b. The Harvey G. Rogers Environmental Health Leadership Award shall be presented to those individuals who best exemplify his spirit of dedication, years of distinguished service, and technical contributions toward promotion of the public's health through preservation of the quality of the environment for the State of Minnesota.

- c. The B. Robert Lewis Award shall be presented to an elected official who has distinguished himself/herself in aggressive pursuit to establish and maintain health as a human right and to secure optimal community and personal health.
- d. The MPHA Student Achievement Award is presented to a student enrolled in a public health or other degree program, with a concentration in public health, at an accredited college or university in Minnesota. The award will be given to a student who has demonstrated leadership skills in the contribution to the promotion of health of individuals, families and the community in one or more of the following ways: conducting innovative research in the field of public health; development of innovative approaches to public health problems; and provision of unique or innovative public health services during their field training.
- e. The Paul and Sheila Wellstone Public Health Achievement Award recognizes an individual who has distinguished him/herself through an outstanding contribution to the public's health by promoting and protecting the health of individuals, families and the community via innovation, creativity or courageous pioneering effort consistent with professional excellence and public service. This award is presented at the discretion of the Governing Council based upon the established criteria.

## **ARTICLE XVI. PROPERTY AND DEDICATED FUNDS**

The Association may receive and acquire by purchase, gift, grant or devise, and may hold, use invest, and expend, convey or dispose of any real or personal property whatsoever for any of the purposes of the Association specified herein, and may lease, mortgage, or use the same in any manner conducive to its interests and prosperity and to the accomplishment of any such purposes; but it shall not divert any gift, grant, devise or bequest from the specific purposes designed by a donor without his/her consent; but if so authorized by a donor, the Association thereof, in accordance with the judgment and discretion of the Governing Council or as the by-laws of the Association shall otherwise provide. No officer or member of the Governing Council shall profit personally from the organization.

## **ARTICLE XVII. AMENDMENTS**

This Constitution and Bylaws may be amended by a two-thirds vote of the quorum present at Annual Business Meeting, provided the notice for the proposed amendments has been given in writing to the President and transmitted by him/her to active members not less than thirty days prior to the meeting.

## **ARTICLE XVIII. FISCAL YEAR**

The fiscal year of the Association shall be from January 1 to December 31.

## **ARTICLE XIX. GOVERNANCE**

According to the Carver Model of Governance, any duties, work, or projects not expressly prohibited by the Constitution and Bylaws of the Association may be conducted and would be considered consistent with the Association's governing documents provided they are consistent with the adopted mission of the Association.

## **ARTICLE XX. PARLIAMENTARY AUTHORITY**

The rules contained in the latest edition of Robert's Rules of Order Revised shall govern the Association in all cases except when they are inconsistent with the Constitution and Bylaws of the Association.

This Constitution and Bylaws adopted by the membership of the Minnesota Public Health Association, September 19, 1974, Duluth, Minnesota.

Amended by the Membership of Minnesota Public Health Association, October 8, 1976, St. Cloud, Minnesota; September 22, 1978, Alexandria, Minnesota; September 20, 1979, Rochester Minnesota; October 30, 1981, Minneapolis, Minnesota; September 20, 1982, Wayzata, Minnesota; April 26, 1985, Minneapolis, Minnesota; April 24, 1986, St. Paul, Minnesota; April 14, 1989, Minneapolis, Minnesota; April 30, 1998, Minneapolis, Minnesota; April 9, 1999, St. Paul, Minnesota; April 7, 2000, Brooklyn Center, Minnesota; June 14, 2001, Collegeville, Minnesota; September 30, 2003, St. Paul, Minnesota; May 4, 2005, Nisswa, MN; June 5, 2006, Minneapolis, MN; June 4, 2014, St. Paul, MN; May 17, 2018, St. Cloud, MN.

This Constitution was merged with the Bylaws in 1999.



