

Vermont Public Health Association  
By-Laws

Adopted May 2, 2008  
Revised and adopted June 2, 2014  
Revised and adopted August 23, 2019  
Revised and adopted June 13, 2020

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**Article 1: Name**

The name of the corporation shall be The Vermont Public Health Association.

**Article 2: Address**

The principal address of the Association shall be P.O. Box 732, Burlington, VT 05401-0732 and may be changed to such other addresses as the Board of Directors shall determine.

**Article 3: Purposes**

- (1) The Association is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- (2) The purpose of the Association shall be to:
  - a. Promote and protect the health of all persons living in the State of Vermont;
  - b. Provide a public forum for discussion of issues, and dissemination of information, concerning public health policy and practice, environmental health, health services research, and related matters;
  - c. Organize and sponsor education programs to increase knowledge, skills, and abilities of its members in the fields of public and environmental health;
  - d. Facilitate collaboration among health professionals, public and private non-profit health organizations, the educational community, and others interested in protecting and promoting the health of Vermont residents.
  - e. Provide opportunities for members to be informed and active public health advocates.

**Article 4: Membership**

- (1) The Association shall be a membership organization, open to any person or specified entity with an interest in the advancement of public health in the state.
- (2) Membership shall be for a term of one year, upon payment of dues for that year, renewable annually on the same basis, without limit on the number of years.
- (3) Membership dues for the respective membership categories shall be determined by the Board of Directors.

- (4) The Board at its discretion may refuse membership to any individual or organization that does not, in the opinion of the Board, represent the mission and/or values of the Vermont Public Health Association.
- (5) The membership categories shall be:
  - a. Individual member - Individuals interested in promotion of public health efforts that support the Vermont Public Health Association.
  - b. Student member—Individuals enrolled in a college or university in a public health-related field.
  - c. Retiree member –Individuals who have retired from a public health-related field of work.
  - d. Agency member – Local and state government agencies, academic institutions and nonprofit, non-governmental organizations with an interest in public health, including. Employees of VtPHA Agency member organizations will be able to join VtPHA as Individual members at a discounted dues level as determined by the Board of Directors.
- (6) Membership in the Association may be discontinued in the following circumstances:
  - a. Nonpayment of dues shall be a cause for discontinuance of membership of any Member after a grace period to be set by the Board of Directors, provided that the member in arrears has been notified prior to the expiration of the grace period. Members whose membership has been discontinued for nonpayment of dues may be reinstated, provided that they comply with eligibility requirements then effective.

#### **Article 5: Organization**

- (1) The substantive work of the Association shall be conducted by the membership, working through the Board, committees, and any meetings of the whole membership.
- (2) The administrative business of the Association shall be conducted by an elected Board of Directors and executive officers. The powers and duties of officers and Board are set forth in these bylaws; all other powers and duties shall be exercised by vote of the membership as a whole.

#### **Article 6: Membership Meetings**

- (1) Membership meetings may be called by the Board of Directors, or upon the request of 10 percent of the members. A meeting of the members may be held in person or virtually using electronic meeting options.
- (2) Members shall be notified of meetings at least two weeks in advance.
- (3) Meetings shall be conducted according to Robert’s Rules of Order.

- (4) Each member of the Association shall have one vote.
- (5) Any motion before the members must receive a majority of those voting, at a meeting attended or represented by written proxy by at least 25 percent of the total membership (quorum).
- (6) No public policy statement shall be issued or given in the Association's name, or on its behalf, except as explicitly approved by the Board of Directors or the Executive Committee. Studies, position papers, reports, or recommendations shall be presented to and may be accepted by the Board, and presented to the membership at a called membership meeting.

### **Article 7: Committees**

- (1) To assist it in the conduct of Association business, the Board shall establish committees, as may be deemed desirable. Committees shall be appointed by the Board of Directors and report to the Board as a whole. The committees may include but are not required to include executive, finance, nominating, program, advocacy, membership, development, public communications, public policy, and public health institute committees. Committees shall be chaired by a member of the Association appointed by the Board of Directors or its Executive Committee, but may include non-members.
- (2) Executive Committee. All officers of the Association shall be members of the executive committee.
- (3) Public Policy Committees. The Association may from time to time establish, by vote of the membership or the Board of Directors, public policy committees to study specific public health issues, and report back to the membership with findings and recommendations.
- (4) Public Health Institute Committee. The Association may establish, by vote of the membership or the Board of Directors, a public health institute committee the purpose of which is to convene leaders (who may be non-members) to bring critical thinking to complex problems, conduct strategic analyses and develop communication to support actions and reforms for long-term public health protection.

### **Article 8: Officers**

- (1) The officers of the Association shall be a President, Vice President/President-Elect, Secretary, Treasurer and the Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association. They shall be elected by the members of the Board in the last quarter of the Organization Year (July 1 through June 30) and formally take office effective July 1.

- (2) The President shall preside at meetings of the Board of Directors, and at any meetings of the membership as a whole; shall take care that all orders and resolutions of the Board and the membership are executed in due form; that the Association acts in conformance with applicable federal and state law; and shall exercise such other functions as are generally incident to the office of President, as set forth in these bylaws. The President must be a member of the American Public Health Association.
- (3) The Vice-President/President-Elect shall assume the duties of the President due to his/her absence from meetings or resignation and have other duties as the President or Board may assign. The title of this office shall be Vice President except in the last year of the President's term of office when it will become the President-Elect. The President-Elect will automatically become President at the end of the previous President's term. The President-Elect must be a member of the American Public Health Association.
- (4) The Secretary shall keep minutes of meetings of the membership and the Board of Directors, and other papers and records of the Association; shall maintain a current membership roll of the Association; certify votes of the Board and the membership; give notice of meetings; file such reports as are required by law; and perform such further duties as may be specified in these bylaws or be established by the members.
- (5) The Treasurer shall collect dues, have charge and be responsible for all funds and valuable effects of the Association, disburse all funds for and on behalf of the Association, keep and maintain proper books and records, furnish financial statements in the last quarter of the Organization Year (July 1 through June 30) and for the Annual Report, cause there to be an annual audit of the Association's books, and perform such other related functions as may be set forth in these bylaws or be established by members.
- (6) The ARGC, unless already an elected member of the Board, will be an *ex officio* non-voting member of the Board and his/her position will not count towards the By-Laws- established Board member limit. The ARGC will represent VtPHA on the APHA Governing Council and will represent VtPHA in Region 1 of the APHA Council of Affiliates. The ARGC must be a member of the American Public Health Association.

#### **Article 9: Board of Directors**

- (1) The Board of Directors shall be composed of from 8 to 16 members, including four officers of the Association (the President, Vice President/President-Elect, Secretary, and Treasurer), and other duly elected Board members.
- (2) Officers and Board members shall be elected in the last quarter of the Organization Year (July 1 through June 30) and formally take office effective July 1. The term for officers is one year. The term for non-Officer Board members is two years. There shall be a limit of three successive terms that may be served by an officer. Board member vacancies may be filled by a majority vote of the Board at any time during the organization year.
- (3) The Board of Directors shall perform the following functions on behalf of the Association:

- a. Serve as trustee for the Association's assets, including approval of an annual budget, review of expenditures, maintenance of the Associations books and financial records, maintaining of other Association records such as legal documents, minutes of meetings, and correspondence.
  - b. Consider and review policy and bylaws changes, and recommend such changes to the membership for a vote.
  - c. Fill vacancies (officers and other Board members) that occur between elections.
  - d. Establish the time, place, and agenda for all meetings of the Board and the membership as a whole.
  - e. Employ personnel authorized by the membership, and establish salaries, policies, and duties of such personnel.
  - f. Three unexcused absences in one year from Board meetings shall warrant dismissal from the Board of Directors. To be excused, a Board member must notify the President or the Secretary that he/she cannot attend the meeting.
  - g. Elect Officers.
- (4) The Board of Directors shall meet at least four times each year. Meetings of the Board shall be conducted according to Robert's Rules of Order. All actions taken by the Board shall be pursuant to majority vote, at meetings attended by at least half of the current number of Board members (quorum). All meetings of the Board shall be open to the general membership, except those held in executive session. A majority of members of the Board, present at any given meeting assuming a quorum, shall be required to call an executive session for confidential matters. Notice of all meetings shall be sent to Board members at least one week in advance.
- (5) Any officer of the Board may resign at any time.

#### **Article 10: Fiscal Year/Annual Report**

- (1) The fiscal year of the Association shall run from January 1 to December 31. The Board of Directors shall, at the end of each fiscal year, and following an audit of the Association's books, prepare an annual report of the Association's activities and financial status, and distribute copies of the report to all members of the Association.
- (2) The membership year of the Association shall be an annual membership based on the date of the initial enrollment as a member.

### **Article 11: Execution of Instruments, Deposits, and Funds**

- (1) The Board of Directors, except as otherwise provided in these bylaws or prevented by law, may authorize any officer, employee, or agent of the Association to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance. Such authorization shall be in writing, pursuant to a resolution of the Board, duly entered in the minutes. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association to any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- (2) Except as otherwise specifically determined by resolution of the Board of Directors, or otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Association shall be signed by two of the following officers of the Association: Treasurer, President, Vice President, or Secretary.
- (3) All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select.
- (4) The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest or devise for the non-profit purpose of the Association, but nothing herein shall be construed as permitting personal gifts to Board members, officers, or employees in connection with work of the Association. Nothing will be accepted that is in conflict with the Association's mission statement.

### **Article 12: Internal Revenue Tax Exempt Provisions**

- (1) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Service Code], and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, the Association shall not carry on any activities not permitted to be carried on:
  - a. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
  - b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (2) No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association.



- (3) Upon dissolution of the Association, its assets remaining after payment, or provision for payment of all debts and liabilities of the Association, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of Vermont.
- (4) In any taxable year in which the Association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Association:
  - a. shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
  - b. shall not engage in any act of self-dealing as defined in Section 4941(d);
  - c. shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
  - d. shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and
  - e. shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### **Article 13: Conflict of Interest**

- (1) All members of the Board of Directors shall disclose any conflict of interest that may exist with regard to a vote that may be taken by the Board, and shall refrain from voting in any matter where a conflict of interest exists.
- (2) No member will be admitted to the Board, who may have a conflict with the Association's Mission Statement. If an existing conflict is not disclosed, they can be voted off by a vote of two-thirds of the Board.

### **Article 14: Limitation of Liability**

Members of the Board of Directors of the Association shall serve without compensation, and pursuant to provisions of Vermont law, shall not be liable for damages arising from acts committed in good faith and without willful or wanton negligence, in the course of an activity carried on to accomplish the purposes of the Association.

### **Article 15: Affiliation**

The VtPHA is formally affiliated with the American Public Health Association through a mutually endorsed memorandum of understanding (MOU). The Association may affiliate with, or withdraw affiliation from, any national or regional group upon approval of a majority of the members of the Association, voted with a quorum in attendance at a meeting or represented by written proxy. An organization may be considered for affiliate status if it has an organizational purpose that is congruent with the association.

### **Article 16: Amendments**

These By-Laws may be amended upon a vote of two thirds of the Board of Directors, and approved by a majority of the members of the Association voting in person at a warned membership meeting or by electronic ballot in a manner determined by the Board of Directors as long as there is a quorum participating. A quorum of the members present at a warned meeting or voting by electronic ballot shall be 25% of the total membership. Amendments to the By-Laws will take effect upon member approval as outlined in this Article.