

Revised NJPHA Bylaws – Approved by Membership (10/4/19)

ARTICLE I: NAME

The name of this voluntary non-profit organization shall be the New Jersey Public Health Association, hereinafter referred to as "The Association".

ARTICLE II: MISSION

The mission of The Association is to advance and support the cause of public health in New Jersey.

ARTICLE III: PURPOSE

The purposes of this Association are educational and scientific. The Association advances the cause of public health by the development of effective health policy and services on national, state and local levels; by the protection of the environment; by the dissemination of accurate information; by the encouragement of citizen participation and support in all health activities; by the promotion of the highest professional standards in public health; and elimination of health disparities.

ARTICLE IV: MEMBERSHIP

There shall be eight (8) categories of membership;

Section 1: Individual membership shall consist of any person interested in promoting public health.

Section 2: Student membership shall consist of any person enrolled in a school, university or formal training program in public health or a related academic field.

Section 3: Organization membership shall be open to organizations engaged in or otherwise interested in public health, whose purposes are consistent with The Association's mission and purposes. An organization member may designate up five (5) persons to be members of the Association under its membership. The designated persons shall have the same rights as individual members.

Section 4: Student Organization membership shall be open to any formal organization of students enrolled in an academic program in Public Health or a related area. This shall include, but not be limited to, student organizations which are members of the Student Assembly of the American Public Health Association. One (1) person designated by the organization shall represent the student organization in The Association.

Section 5: New Professional membership shall consist of any person who joins The Association within one year of completion of a degree or course of study in Public Health or a related field.

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New Professional membership shall be for one year only and is not renewable. Thereafter, the person would become an Individual member of The Association.

Section 6: Retired membership shall be open to any person who has retired from their profession and is not gainfully employed.

Section 7: Life membership shall consist of any person who has been a member of The Association in good standing for at least thirty (30) years.

Section 8: Honorary membership shall consist of persons so rewarded by The Association for a record of distinguished service in public health in New Jersey on the basis of a recommendation of the Executive Board and approval of the membership of The Association.

ARTICLE V: DUES

Section 1: The Executive Board shall establish a schedule of dues for Association membership in the categories of Individual, Student and Organization membership.

Section 2: New Professional and Retired members shall be charged dues at one-half the rate established for Individual membership.

Section 3: No dues payments will be required of Student Organization members. Note: the individual students would have to pay the Student membership dues.

Section 4: No dues payments will be required of Life or Honorary members.

Section 5: The Executive Board may waive the membership fee, upon request, for any Individual member previously in good standing who is unemployed at the time that their membership is due for renewal.

ARTICLE VI: DISCONTINUANCE OF MEMBERSHIP

Section 1: Nonpayment of dues shall be a cause for discontinuance of membership of any member after a grace period to be determined by the Executive Board, provided that constituents in arrears have been notified prior to the expiration of the grace period by e-mail or regular mail. Members whose membership has been discontinued for nonpayment of dues may be reinstated, provided such persons or organizations comply with the eligibility requirements and payment of dues then effective.

Section 2: If, in the opinion of the Executive Board, any member of The Association acts in an unprofessional manner in their dealings with The Association and/or any of its members, then his/her membership with The Association could be subject to sanctions, including but not limited to dismissal.

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ARTICLE VII: OFFICERS

Section 1: The officers of The Association shall be the President, President-Elect, Vice President, Second Vice President, Secretary, Treasurer, Past President and Chair of the Executive Board.

Section 2: The President-Elect, Vice-President, Second Vice-President, Secretary, and Treasurer shall be elected for a term of two (2) years beginning on January 1.

Section 3: The President-Elect shall succeed to the office of President for a term of two (2) years upon the end of the term of the previous president.

Section 4: Upon the end of his/her term of office, the President shall succeed to the office of Past President for a two (2) year term.

Section 5: The President may nominate a member of The Association to be Chair of the Executive Board, subject to the approval by the Executive Board.

Section 6: The President, President-Elect and Past President shall not serve for more than one term in the same office except as provided for in this section. The Vice President and Second Vice-President may serve for up to two terms, with approval of the membership. The Secretary and the Treasurer positions are not subject to term limits. An exception is allowable for any officer required to serve part of a predecessor's term as is hereinafter provided.

Section 7: If the office of the President shall become vacant, the President-Elect shall thereupon become President for the remainder of the unexpired term. At the end of that term, this person shall remain as President for the next full term that she or he would otherwise have served as President.

Section 8: If the office of President-Elect shall become vacant for any reason, the Vice President shall assume the office of President-Elect to serve for the remainder of the unexpired term.

Section 9: If the office of Vice President shall become vacant for any reason, the Second Vice President shall assume the office of Vice President to serve for the remainder of the unexpired term.

Section 10: If the office of the Second Vice President, of the Secretary or of the Treasurer shall become vacant, the President, with the approval of the Executive Board, may appoint a successor to serve for the remainder of the unexpired term.

Section 11: All officers must be members in good standing of The Association.

Section 12: An officer may resign by submitting his or her resignation in writing to the President or the Executive Board. An officer may be removed with cause by the affirmative vote of two-thirds of the Executive Board. An officer whose removal is considered shall receive at least two

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weeks notice of such proposed action and shall have the opportunity to have a hearing in front of the Executive Board regarding such action prior to any vote on such removal.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1: The President shall: Represent The Association at such venues and meetings as appropriate to promote the mission of The Association; establish and maintain connections with appropriate State agencies and with professional organizations, and/or appoint representatives to serve as liaisons with such agencies and organizations; call meetings of the Executive Board; appoint all Standing and ad hoc committee Chairs and delegate activities to the appropriate committees; promote the visibility and welfare of The Association; maintain communications with the staff and officers of the American Public Health Association (APHA); and shall perform all other duties usually pertaining to the office. The President must join or be a member in good standing of the APHA.

Section 2: The President-Elect shall perform such duties as assigned by the President, including any and all of the duties of the President as enumerated in Section 1 above as directed by the President. In order to assure that, in the temporary absence or temporary inability of the President to serve, Association business can be transacted, the President-Elect is expected to maintain on-going dialogue with the President and be fully cognizant of all substantive Association issues.

Section 3: The Past President shall advise the President; perform such other duties as assigned by the President, including any and all of the duties of the President as enumerated in Section 1 above as directed by the President; and serve as the Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association (APHA). In the event that the immediate Past-President is not a member of APHA, cannot attend the APHA Annual Meeting, or the position becomes vacant, the President, with the approval of the Executive Board, shall appoint a successor to serve as the ARGC for the remainder of the unexpired term. The Past President shall also serve as chair of the Nominating Committee.

Section 4: The Affiliate Representative to the Governing Council shall keep him/herself informed of the policies and philosophy of both associations on important health issues; attend meetings of the APHA Governing Council and the Council on Affiliates as the representative of The Association; convey communications from The Association to the Governing Council as instructed by the Executive Board; submit a written report of the Governing Council meeting with his/her recommendations at the next meeting of the Executive Board; submit promptly to the President, with his/her advice, all correspondence received from the American Public Health Association and any other information of which s/he gains knowledge regarding issues under consideration by the American Public Health Association.

Section 5: The Vice President and 2nd Vice President shall perform duties as assigned by the President.

Section 6: The Secretary shall: keep an accurate record of the meetings of The Association and of the Executive Board; be the custodian of all records and papers of The Association, except

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those specifically assigned to another office by the President or the Executive Board; upon a request by the President, notify members of their appointment to committees; schedule, send out notices and take and distribute minutes of Bi-Annual Meetings, Special Meetings, and meetings of the Executive Board; conduct the correspondence of The Association; and perform other duties usually pertaining to the office. The Secretary shall serve as an ex officio member of the Communications Committee.

Section 7: The Treasurer shall: be the custodian of all the funds of The Association; receive and provide receipts for all dues and other monies paid to The Association; disburse monies in accordance with duly authorized bills and vouchers; keep an accurate account of all receipts and disbursements; and present a written current financial statement at each meeting of the Executive Board. The Treasurer shall present a year-end financial report, no later than sixty (60) days after the close of the fiscal year which shall be the calendar year. The Treasurer shall serve as the Chair of the Finance Committee.

Section 8: The Chair of the Board may preside at all meetings of the Executive Board and perform such other duties as are assigned to him/her by the Executive Board or the President.

ARTICLE IX: EXECUTIVE BOARD

Section 1: The governing body of The Association shall be the Executive Board. The Executive Board shall consist of the eight (8) officers of the Association, four (4) members-at-large elected by the membership pursuant to Article XI to serve for a two year term, and the chairs of the Standing and special Committees and of the Sections (if any). Members at large may be elected by the membership to additional successive terms; officers, as defined in Article VII, shall be subject to the term limits applicable to their specific offices.

Section 2: All members of the Executive Board shall have one vote. If an officer or a member-at-large is also the Chair or co-chair of a committee, that person shall have only one vote, and is counted as one person for purposes of establishing a quorum. Co-chairs of committees combine to have one vote, but shall be counted individually for the purposes of establishing a quorum. The members of the Executive Board shall constitute the Board of Trustees of The Association.

Section 3: When an elected Executive Board member-at-large position becomes vacant, the President, with the approval of the Executive Board, may appoint a successor to serve for the unexpired term until the next bi-annual election is held.

Section 4: When the position of Past President becomes vacant, the person appointed by the President as Affiliate Representative to the Governing Council (ARGC) of APHA will take the place of the Past President on the Executive Board.

Section 5: The Executive Board shall: (A) Carry out the purposes and policies of The Association; (B) Act as Trustees of The Association property; (C) Direct the administrative, financial and legislative work of The Association; (D) Determine requirements for dues-paying membership in The Association, approve Life memberships and recommend approval of Honorary memberships; (E) Determine the acceptability of grants, gifts, or other funds offered to

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The Association; (F) Oversee the publication of articles, abstracts special reports, studies and policy statements of The Association; (G) Employ personnel and decide compensation and benefits for that personnel; (H) Consider proposed amendments of the By-Laws and arrange for the required publication of amendments approved by the Executive Board; (I) Establish dues schedules; (J) Establish the goals, objectives and priorities of The Association; and (K) Be legally responsible for the affairs of The Association.

Section 6: Executive Board members are expected to attend and fully participate in meetings and activities. A member who has been absent from three (3) consecutive meetings of the Executive Board without an appropriate and acceptable excuse shall be terminated as a member of the Executive Board by a 2/3 majority vote of the full Executive Board, in accordance with the provisions of Section 7 below.

Section 7: A member of the Executive Board may resign by submitting his or her resignation in writing to the President and the Executive Board. An officer may be removed with cause by the affirmative vote of two-thirds of the Executive Board. A member of the Executive Board whose removal is considered shall receive at least two weeks notice of such proposed action and shall have the opportunity to have a hearing in front of the Executive Board regarding such action prior to any vote on such removal.

ARTICLE X: MEETINGS

Section 1: The membership of The Association shall hold a meeting in the fourth quarter of every other year. This meeting shall be known as the Bi-Annual Meeting, and shall be held at such time and in such place as the Executive Board shall determine, to elect officers and members-at-large in those years when their terms of office are about to expire, to receive reports and for any other business that shall arise. The call for the Bi-Annual meeting shall be made to all members not less than twenty (20) days prior to the meeting date selected.

Section 2: Special meetings of the membership shall be called by the President at the request of the Executive Board or on the written request of twenty-five (25) members of The Association. The purpose(s) of the special meeting shall be stated in the call and no other business shall be transacted at that meeting. The call for a special meeting of the membership shall be made not less than ten (10) days prior to the meeting date selected.

Section 3: The Executive Board shall meet at the call of the President but no less than four (4) times in each calendar year. Additional meetings may be called upon written request of five (5) or more members of the Executive Board. The Secretary shall ensure that all members of the Executive Board and organization liaison representatives are notified of all meetings at least ten (10) days before the meeting. Executive Board meetings shall be open to all members of The Association.

Section 4: Each member organization and student organization shall designate a representative to be invited to attend all Executive Board meetings. These representatives may participate in meeting discussions but will not have a vote. Liaison representatives (members of other associations invited by the President to participate with The Association on matters of mutual

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interest) shall be invited to attend all regular meetings of the Executive Board but shall not have the right to vote.

Section 5: The officers, comprising the Executive Committee, may conduct Association business between meetings to address urgent issues. A majority of officers may make decisions between meetings of the Executive Board. They may also establish and advocate for positions on public issues on behalf of The Association, consistent with the objectives and policies of The Association. Any such decisions will be reported on at the next meeting, and entered into the minutes.

ARTICLE XI: NOMINATIONS AND ELECTIONS

Section 1: A Nominating Committee of five (5) members shall be established by the Executive Board. The Committee shall be comprised of a Chair, two (2) members from the Executive Board and two (2) members from among other Association members. The Chair shall be the Past President. The other members shall be appointed by the President, with the approval of the Executive Board.

Section 2: This committee shall select one (1) nominee for each elective office to be filled. The Nominating Committee will submit the names of all nominees to the general membership for election. The Nominating Committee shall arrange for publication of the names of the nominees by a letter and/or electronically (e-mail, website, etc.) disseminated with the announcement of the election procedures.

Section 3: Additional nominations may be made by a petition of the membership signed by twenty-five (25) members in good standing, submitted to the Nominating Committee not less than twenty (20) days before the date of the election. The consent of all nominees shall have been secured.

Section 4: Election may be by ballot at the Bi-Annual Meeting or by electronic, fax or mail balloting. The nominee receiving over 50% of the vote shall be elected. If the election is held at the Bi-Annual meeting, where is but one nominee for any office, election may be conducted by voice vote. If no nominee receives over 50% of the vote, a run off election will be held among the two nominees with the most votes. The nominee receiving over 50% of the vote shall be elected.

Section 5: New officers elected in accordance with these By-Laws shall take office January 1st in the year immediately following their respective elections

ARTICLE XII: COMMITTEES AND SECTIONS

Section 1: Standing Committees shall include Advocacy, Awards, Communications, Finance, Membership, Nominating, and Program. Standing committees exist to run the business of The Association.

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Section 2: In addition to the provisions for standing committees, the Executive Board, by resolution approved by a majority of the entire board, may appoint from among the executive board one or more committees, or one or more members (which may include people who are not executive board members, provided that at least one member of each committee shall be an executive board member and that any act of any committee which has members who are not Executive Board members shall be advisory, shall not bind the board or The Association and shall be subject to board approval) each of which, to the extent provided in the resolution, shall have and may exercise the authority of the board, except that no such committee shall: (A) Make, alter or repeal any by-law of The Association (B) Elect or appoint or remove any officer or executive board member, or end or repeal any resolution previously adopted by the board.

Section 3: The President, with the approval of the Executive Board, may create other special committees necessary to carry on the work of The Association. The president shall delineate the charge for each committee.

Section 4: Sections may be created which represent special interests of The Association membership. These sections, often compatible with American Public Health Association sections, may reflect professional roles or salient public health issues of the day.

Section 5: The Executive Board shall determine the duties of all committees and sections.

Section 6: The term of office of chairpersons of all committees and sections shall correspond to the terms of office of the officers.

Section 7: All committees and sections shall report at each Executive Board meeting and at the Bi-Annual Meeting or submit a written report if unable to attend the meeting. Written reports shall be filed with the Secretary.

ARTICLE XIII: QUORUM

Section 1: At least 25 members or 25% of members in good standing, whichever is less, shall constitute a quorum at the Bi-Annual Meeting and all other general membership meetings of The Association. Proxy voting may be authorized by the Executive Board in circumstances where attendance of the required number of members may not be feasible. In the event that proxy voting is authorized, the Executive Board shall provide necessary forms to members wishing to utilize a proxy.

Section 2: A majority of the members of the Executive Board, not counting vacant positions, shall constitute a quorum at all meetings of the Executive Board.

Section 3: Three (3) members of a committee shall constitute a quorum at all meetings of a committee. Committee meetings may be held in person, by telephone, or electronically.

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ARTICLE XIV: PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be adopted as the parliamentary authority of The Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws. A parliamentarian may be appointed to the Board by the President with Board approval as an ex-officio Executive Board Member.

ARTICLE XV: FINANCES

Section 1: The fiscal year of The Association will be from January 1st through December 31st.

Section 2: Expenses must be in compliance with finance policy. Expenses beyond \$100 must be approved in advance by the Finance Committee, as per the finance policy.

Section 3: The Executive Board shall approve the budget at the first Executive Board meeting of the fiscal year.

Section 4: The Treasurer and/or the President shall sign all checks drawn on The Association account. In the absence of either the Treasurer or the President, the President-Elect may sign checks.

Section 5: Neither members, nor officers shall receive any fee, salary or remuneration of any kind for their services in such capacities provided, except that payment of a salary is permissible for performance of tasks related to and funded by grants and/or contracts awarded to NJPHA. Members and officers may be reimbursed for reasonable expenses incurred consistent with budget allocations upon presentation of vouchers and receipts to the treasurer.

Section 6: The President, with the approval of the Executive Board, may hire an Executive Director and/or other staff as may be required to carry out the purposes of The Association. Compensation for all positions shall be as established in the annual budget as approved by the Executive Board.

Section 7: No contract or other transaction between The Association and one or more of its officers, or between The Association and any other corporation, firm, association or other entity in which one or more of the officers are directors or officers, or have a substantial personal, professional, political or financial interest, shall be approved by a vote of the Executive Board or any committee if such officer(s) are present at the meeting of the Executive Board or committee which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless the material facts as to such officer's interest in such contract or transaction and as to any such common directorship, officership or personal, professional, political or financial interest are disclosed in good faith or are known to the Executive Board or committee and the board or committee authorizes such contract or transaction by two thirds vote.

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ARTICLE XVI: AMENDMENTS AND REVISIONS

These By-Laws may be amended and/or revised at any Bi-Annual Meeting or Special Meeting of the membership of The Association by a two-thirds vote of the members present and voting. By-laws may also be amended and/or revised through an electronic, fax or mail voting process by a two-thirds vote of the members voting. All proposed amendments/revisions require approval by the Executive Board and written submission to the members at least twenty-one (21) days prior to the Bi-Annual Meeting, Special Meeting, or other voting process.

ARTICLE XVII: DISSOLUTION

Section 1: Dissolution of The Association may be decided by a two-thirds vote of all members of the Executive Board and ratification by a two-thirds vote of the members present and voting at a special meeting (as defined in Article X, Section 2 of these By-Laws) of the membership following ratification by the Executive Board.

Section 2: Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of The Association but shall be distributed in accordance with law through transfer to a voluntary, non-profit organization or agency that has been recognized as 501-(C)(3) of the U.S. Internal Revenue Code (or to the United States, or a State or local government, for a public purpose), designated by two-thirds vote of all members of the Executive Board and by ratification by a two-thirds vote of members present and voting at a special meeting (as defined in Article X, Section 2 of these By-Laws) of the membership during which dissolution has been ratified. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the association is then located, exclusively for such purpose.

Current bylaws were approved by membership at the Annual meeting held on October 4, 2019.