

**BYLAWS  
OF  
“THE GEORGIA PUBLIC HEALTH ASSOCIATION, INC.”**

**ARTICLE I  
NAME**

- Section 1. The name of this Association incorporated under the laws of the State of Georgia shall be “The Georgia Public Health Association, Inc.”, hereinafter referred to as “The Association”.
- Section 2. The Association shall be an affiliate of the American Public Health Association (APHA). The Association may be an affiliate of other organizations including but not limited to the Southern Health Association (SHA), and the National Association of Local Boards of Health (NALBOH).
- Section 3. The Registered Office and Registered Agent of the Association shall continue as fixed in the Articles of Incorporation until changed by the Executive Board and shall be listed in the Association Policies and Procedures Manual. Corporate Directors shall be the following elected officers of The Association: The President as Chief Executive Officer (CEO), The Treasurer as Chief Financial Officer (CFO), and The Secretary. These Directors shall be updated annually with the Georgia Secretary of State’s Office.

**ARTICLE II  
PURPOSE**

The Association is a non-profit corporation and is organized for the purpose of promoting the public and personal health of the citizens of Georgia. The Association has a 501(C) (3) designation from the IRS. The Association provides scientific, educational and charitable opportunities for members and the public, and acts as liaison to the General Assembly of the State of Georgia and other governmental agencies on major public health issues.

**ARTICLE III  
FISCAL YEAR**

The fiscal year of the Association shall be July 1 - June 30.

**ARTICLE IV  
MEMBERSHIP**

- Section 1. The membership shall consist of seven (7) categories: General, Career Development, Organizational, Board of Health, Corporate, Retiree and Honorary.
- Section 2. A General member is an individual interested in public health, in good standing, who pays annual dues.
- Section 3. A Career Development member is a student attending a school of public health or other health related program within the state of Georgia or an early career professional, within three (3) years of completion of a public health or health related degree program and who pays annual dues.

Section 4. An Organizational member is a governmental, educational, public or private, non-profit entity interested in public health that pay dues, and its designated five (5) members may cast one vote each.

Section 5. Board of Health members are members of a county Board of Health as defined by Georgia statute O.C.G.A. 31-3-2 that pays Board of Health annual dues, and its designated seven (7) members may cast one vote each.

Section 6. A Corporate member is a for-profit entity interested in public health that pays annual dues and may cast one vote.

Section 7. A Retiree member is an individual who has established at least five (5) years of regular paid membership and has subsequently retired from his/her primary occupation and who pays annual dues.

Section 8. An Honorary member is an individual upon whom such designation has been conferred by vote of the membership in accordance with the Association Policy and Procedures Manual

Section 9. The Executive Board shall establish dues for all categories of membership and each secondary section affiliation, except that an Honorary member shall not be required to pay dues. The Executive Board may set a fee for multiple Section affiliations. Annual membership dues are due and payable one year from the date each individual pays their dues. Annual Board of Health memberships are due and payable by July 1st to be consistent with the state fiscal year.

Section 10. Membership may be designated in one or more Sections as hereinafter provided. Section selection is made at the time of establishing initial membership. Section changes may only be made at the time annual dues are paid. Additional Section affiliations may be made at any time, and shall run concurrent with the Association membership period.

## **ARTICLE V** **SECTIONS**

Section 1. The Association may consist of the following Sections: Academic, Administration, Behavioral Health, Boards of Health, Career Development, Safety and Health Preparedness, Environmental Health, Epidemiology, Health Education and Promotion, Health Information and Information Technology, Laboratory, Maternal and Child Health, Medical-Dental, Nursing, Nutrition, Primary Health Care and Rural Health.

Section 2. The Executive Board shall approve any proposed new sections by a majority vote.

Section 3. Each Section shall adopt Section Bylaws, a copy of which shall be filed with the Association and shall not be in conflict with the Association Bylaws.

Section 4. Each Section shall have a Chairperson, Vice Chairperson, and Secretary.

Section 5. Sections with fewer than ten (10) members on June 30 of any given year will automatically become inactive. When an inactive section has a minimum of ten (10) members on June 30 of any given year, the section will automatically be reactivated.

## **ARTICLE VI** **OFFICERS**

Section 1. The Officers of the Association shall be elected by the membership at the Annual Meeting and they are President, President-Elect, Vice-President, Secretary, Treasurer, the Representatives to the Governing Councils of the American Public Health Association (APHA), and the two Representatives at Large. The representatives of the Southern Health Association (SHA) and the National Association of Local Boards of Health (NALBOH) may be elected by the membership at the annual meeting.

Section 2. The President, President-Elect and Vice President shall each serve one-year terms. The Secretary and Treasurer shall each serve one year terms but may not serve more than 3 consecutive terms. The Representative to the Governing Councils of APHA, and the two Representatives at Large shall serve for one 3-year term and may not serve more than two consecutive terms.

Section 3. In the event of a vacancy in the office of President or President-Elect, the succession of officers shall be: President-Elect to President and/or Vice President to President-Elect. All other vacancies will be filled by a vote of the Executive Board in accordance with the Association Policies and Procedures Manual.

Section 4. The Officers shall perform the duties prescribed by these Bylaws and the Association Policies and Procedures Manual, and the parliamentary authority adopted by the Association. The Representatives to the Governing Councils of APHA, SHA, and NALBOH shall represent the Association at those meetings.

Section 5. An officer may be removed from office if a description of Due Cause and Recommendation for Action is presented in writing to all members of the Executive Board, including the officer in question, and is approved by a two-thirds (2/3) vote of the Executive Board. Due Cause is conduct by an officer, which reflects adversely upon the Association, or actions or inactions in the discharge of an officer's duties which are in conflict with the Articles of Incorporation, and the Bylaws of the Association, or the Policy and Procedures Manual.

## **ARTICLE VII** **EXECUTIVE DIRECTOR**

The Executive Director shall be hired by a majority vote of the Executive Board in accordance with the Association Policies and Procedures Manual.

**ARTICLE VIII**  
**ASSOCIATION MEETINGS**

- Section 1. An Annual Meeting of the Association Members shall be held each year at a location and date approved by a majority vote of the Executive Board.
- Section 2. A Special Meeting of The Association membership shall be convened upon receipt of a petition signed by not less than five percent of the active members. The President may call a Special Meeting provided the items for business to be considered shall be specified in a notice of any Special Meeting provided to the membership at least 15 days prior to the meeting. Meetings may be held in person, by conference call or a combination thereof.
- Section 3. Whenever these Bylaws require that notice be given to the Association membership such notice shall be in writing.
- Section 4. Fifty-one (51) or more members, at least two of whom are officers, shall constitute a quorum of The Association membership for purposes of a Special Meeting.

**ARTICLE IX**  
**EXECUTIVE BOARD**

- Section 1. Subject to all applicable laws, the Articles of Incorporation, these Bylaws and the Policies and Procedures Manual, the management of the affairs and business of the Association shall be vested in the Executive Board which shall have and exercise all necessary powers.
- Section 2. The Executive Board shall consist of the Officers of the Association, the Immediate Past-President, the Parliamentarian, and the Chairperson of each Section.
- Section 3. The Executive Board shall meet on call of the President or any five (5) Executive Board members at least once each quarter to be consistent with the fiscal year ending June 30<sup>th</sup>.
- Section 4. A quorum of the Executive Board consists of a majority provided the President, Vice-President or Secretary is in attendance.
- Section 5. Duties of the Executive Board shall include, but are not limited to, the following:
- a. Act for and manage the affairs of the Association.
  - b. Approve and manage the Association budget and designate the depository.
  - c. Endorse nominees for Honorary Membership.
  - d. Receive requests and consider Section establishment or change.
  - e. Approve contracts and agreements and non-budgeted line-item expenditures.
  - f. Consider and make recommendations on all Association Resolutions and Bylaws Amendments.
  - g. Enforce adherence to the Association Bylaws and the Policies and Procedures Manual.
  - h. Approve publications sponsored by the Association and materials distributed at any meeting.

- I. Report all actions through minutes.
- j. Approve all remuneration.
- k. Make recommendations for amendments to the Association Bylaws and provide final approval of any updates and revisions to the Association Policies and Procedures manual pursuant to any Bylaws amendments.

Section 6. The President, President-Elect, Vice-President, Secretary, Treasurer and Parliamentarian shall constitute the Executive Committee and shall act for and manage the affairs of the Executive Board between meetings.

## **ARTICLE X** **COMMITTEES**

Section 1. Standing Committees of the Association shall be Awards, Bylaws, Finance, Marketing and Publicity, Membership, Memorials, Nominations, Policy and Advocacy, and Strategic Planning.

Section 2. Standing Committees shall be appointed by the President subject to approval by the Executive Board and shall serve for one year in accordance with the Association Policies and Procedures Manual.

Section 3. Each committee shall consist of at least three members. Committee rosters shall be completed by one month following the close of the Annual Meeting or during the Annual Board Retreat.

Section 4. Each committee shall be responsible for and perform the usual duties implied by the title as well as those prescribed by these Bylaws, Association Policies and Procedures Manual, the Association parliamentary authority and the Executive Board.

Section 5. Special Committees may be appointed by the President as deemed necessary.

## **ARTICLE XI** **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are applicable, and in which they are not in conflict with these Bylaws. The Association Parliamentarian shall be appointed by the President as a non-voting member of the Executive Board and Executive Committee.

## **ARTICLE XII** **AMENDMENTS**

Section 1: These Bylaws may be amended by the affirmative vote of two-thirds of the members present and voting at any Annual Meeting, provided the proposed amendment or amendments have been submitted in writing to the Secretary and transmitted to the Executive Board for its consideration not less than forty-five (45) days prior to the Annual Meeting. Executive Board approval of proposed amendments shall be sent in writing to the Secretary who will send them to the members of the Association, and they will be posted on the Association Web site.

not less than 15 days prior to the Annual Meeting. The proposed amendments shall also be printed in the Annual Meeting program.

Section 2: Any approved amendment to the Association Bylaws shall be submitted to the Bylaws Committee whose duty it shall be to make conforming changes throughout the entire Bylaws and Policies and Procedures Manual, where necessary.

**ARTICLE XIII**  
**INCORPORATION AND DISSOLUTION**

Section 1. Upon incorporation, the duration of the Association was perpetual.

Section 2. In the event that the Association were to be voluntarily dissolved, such action would follow the terms of these Bylaws and the laws of the State of Georgia and the jurisdiction in which the Registered Office of the Association is located at the time of dissolution.

Section 3. All liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision shall be made therefore. No part of the net assets of the Association shall inure to the benefit of or be distributed to its members, directors, officers or other private persons except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

Approved by the GPHA Membership on: May 12, 2017

GPHA President: 