

BYLAWS

of the

UTAH PUBLIC HEALTH ASSOCIATION

With Amendments through May 12, 2010

BYLAWS
of the
UTAH PUBLIC HEALTH ASSOCIATION

ARTICLE 1
OFFICES

- Section 1. Principal Office
- a. The principal office and mailing address of the Association is located at 715 North 1890 West, #39B, Provo, UT 84601.
- Section 2. Change of Address
- a. The designation of the county or state of the Association's principal office may be changed by amendment of these Bylaws.
 - b. The Board of Directors may change the principal office from one location to another within the State of Utah by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__
- Section 3. Other Offices
- a. The Association may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2
NON PROFIT PURPOSES

- Section 1. Specific Objectives and Purposes
- a. The specific objectives and purposes of this Association shall be to bring into closer association interested persons and organizations for the purpose of aiding in the promotion and protection of the health of the people, to extend and develop health services for the people of the State of Utah, and to provide for scientific advancement.
- Section 2. Independent Status
- a. While membership is comprised of individuals representing varying entities, both for-profit and not-for-profit, private and public, the goals of the Association take

precedence over any single individual's or agency's interest. Decision-making within the Association is based solely on benefitting the public's health and well-being. Mechanisms have been instituted to ensure separation from those seeking to unduly influence the Association.

- Section 3. IRS Section 501(c)(3) Purposes
- a. This Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3 **MEMBERSHIP**

- Section 1. There shall be six classes of members.
- a. Active Members: Any person who is interested in the cause of public health in Utah, both professional and non-professional, who desires affiliation with the Association, shall be eligible to apply as an active member, and such membership shall include all privileges of the Association. A member in good standing of another public health association affiliated with the American Public Health Association may transfer membership to the Utah Public Health Association and be a member until the following January.
 - b. Student Members: Any person, who is actively classified by an educational institution as at least a half-time student, shall be eligible to apply as a student member and such membership shall include all privileges of the Association.
 - c. Sustaining Members: Any board of health or health organization, corporation, organization, or individual interested in health benefits or public health in UTAH who desires affiliation with the Association, or any organization interested in financially supporting the activities of the Utah Public Health Association, may apply for membership in the Association as a sustaining member with the privileges of sending delegates, one of whom shall have a vote at the annual election. If the sustaining delegate is also an active member, the individual shall not be permitted two votes.
 - d. Life Members: Any person, who is interested in the cause of public health, may apply for life membership. A life member shall have all the privileges of an active member.
 - e. Retired Members: Any retired person, who is interested in the cause of public health, may apply as a retired member of the Association. A retired member shall have all privileges of the Association.

- f. Honorary Life Members: Honorary life membership may be conferred on any person, whether or not a resident of Utah, who has rendered such service to the cause of health as to entitle the person to special recognition, with all rights and privileges of active membership. Honorary Life Membership shall be conferred upon recipients of the Beatty Award.
- Section 2. Application:
- a. Any person, corporation or organization seeking membership in the Association as a new member shall fill out an application and present it to the designated member of the Executive Committee. Upon presentation of the application with payment of dues, the applicant shall be duly accepted into membership.
- Section 3. Nomination and Approval - Honorary Life Membership:
- a. Any member of the Association may nominate through the Awards Committee a person for honorary life membership. From the names nominated, or on its own motion, the Awards Committee will make recommendations to the Board for consideration no later than the last Board of Directors meeting prior to the annual meeting. A majority vote of the Board of Directors shall be needed to confer honorary life membership, other than those conferred with receipt of the Beatty Award.
- Section 4. Dues and Fees:
- a. All membership dues shall be set by the Board of Directors as policy of the organization.
 - b. The dues year shall be calculated using a rolling calendar year. Dues are payable annually, and shall be due 365 days after the previous payment was deposited. Dues will be considered delinquent 45 days after the due date. Penalties for delinquency of dues shall be set by the Board of Directors.
 - c. All fees to be charged for special activities of the Association shall be set by the Board of Directors unless such authority is specifically delegated by the Board of Directors to an Association committee.
- Section 5. Diversity:
- a. The Utah Public Health Association embraces individual differences. The Association is united in the belief that diversity includes understanding and respecting individuals with differences in ideas, religion, gender, sexual orientation, ethnicity, race, national origin, physical attributes, physical ability, age, and socioeconomic status. The Association celebrates diversity and strives to create an organization that reflects the various communities the Association seeks to serve.

ARTICLE 4
OFFICERS

- Section 1. Composition:
- a. The Officers of the Association shall be a President, President-Elect, Vice-President, Immediate Past President, Secretary, Treasurer and Affiliate Representative to APHA
- Section 2. Selection of Officers:
- a. The President shall serve a term of one year, and shall serve as the President-Elect during the year prior to assuming the office of President. The President shall continue to serve on the Executive Committee for one additional year as the immediate Past President.
 - b. The President-Elect shall serve as the Vice-President for one year prior to assuming the President-Elect role and shall serve in such capacity for one year.
 - c. The Vice-President shall be elected for a one year term. The Vice-President shall become the President-Elect after one year.
 - d. The Treasurer shall be elected for a two-year term.
 - e. The Affiliate Representative shall be elected for a three year term.
 - f. The Secretary shall be appointed by the President, ratified by the Board, will serve a one-year term and shall be a non-voting member of the Board.
 - g. Officers shall be elected by the membership voting on secret ballot, or other voting method approved by the Board of Directors. Election results shall be announced at the annual business meeting of the Association. Officers shall begin their duties at the close of the annual meeting, at which time the terms of the current officers expire. Ballots shall be retained until the first Board meeting after the elections.
- Section 3. Vacancies:
- a. A vacancy in the office of President shall be filled by the President-Elect. A vacancy in the office of the President-elect shall be filled by the Vice-President.
 - b. If a vacancy occurs in any other office, except for the Immediate Past President, before the expiration of a term, the Board of Directors shall have the power to fill the vacancy for the remainder of the term. These vacancies should be filled from current Board of Directors members when possible. If the office of Immediate Past President shall become vacant, the position shall remain vacant.
- Section 4. Duties:
- a. President:

The President shall serve as an Officer of the Association, a member of the Executive Committee and Board of Directors, and shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee. The President shall be the registered agent of the Association and shall be responsible for filing all necessary state and federal reports each year. The President shall be an ex-officio member of all committees except the Nominating Committee, and shall have the authority to act as the official representative of the Association between meetings of the Board of Directors and the Executive Committee. The President may, with the approval of the Board of Directors, appoint non-voting ex-officio members to the Board of Directors, such as historian, members of committees, and members who are to represent the Association to various external organizations, councils, committees, etc. The President shall have such other duties as are determined by the Board of Directors.

The President shall be responsible for oversight of the Member Services Unit (see Article 11).

b. President-Elect:

The President-Elect shall serve as an Officer of the Association, a member of the Executive Committee and Board of Directors, shall assist the President in carrying out assigned responsibilities, and shall preside at any meeting of the Association, Board of Directors, or Executive Committee at which the President is unable to attend. The President-Elect shall be the representative of the Association at any meeting to which the President would be authorized or required to attend, but for any reason, the President is unable to attend. The President-Elect shall serve as the chair of the Annual Meeting Committee, is the Executive Committee liaison to the Finance Committee and shall perform other duties assigned by the Board of Directors.

c. Vice-President:

The Vice-President shall serve as an Officer of the Association, member of the Executive Committee and Board of Directors, and shall assist the President and President-elect in carrying out assigned responsibilities and shall preside at any meeting of the Association, Board of Directors, or Executive Committee at which the President or President-elect is unable to attend, is the representative of the Association at any meeting to which the President or President-elect would be authorized or required to attend but for any reason, neither is unable to attend. The Vice-President shall co-chair the Annual Meeting Committee and have other duties as determined by the Board of Directors.

d. Immediate Past President:

The Immediate Past President shall serve as an Officer of the Association and as a member of the Executive Committee and Board of Directors. The Immediate Past President shall chair the Resolutions Committee and shall present its recommendations to the Board of Directors no later than the last Board of

Directors meeting prior to the annual meeting and to the general membership at the annual meeting. The Immediate Past President shall also serve as the chair of the Membership Committee, a member of the Editorial Committee, the Executive Committee liaison to the Past President's Committee (if activated) and have such other duties as are determined by the Board of Directors.

e. Secretary:

The Secretary shall serve as an Officer of the Association, as a member of the Executive Committee and Board of Directors, act as secretary of the Association, the Board of Directors, and the Executive Committee. Duties shall include keeping a list of the members of the Association with the dates of their membership, as provided by the Membership Committee, keeping a list of committee chairpersons and members of committees and dates of appointment, and keeping a file of committee meeting minutes provided by committee chairpersons. The Secretary shall be responsible for maintaining and safe-guarding all files, records, equipment and memorabilia of the Association. The Secretary shall prepare such a part of the correspondence of the Association as is usually prepared by the Secretary of similar organizations.

f. Treasurer:

The Treasurer shall serve as an Officer of the Association, as a member of the Executive Committee and Board of Directors, and a member of the Finance Committee, shall collect dues, and shall have charge of the funds of the Association. All funds shall be collected and distributed by the Treasurer, but all orders on said funds shall be counter-signed by any two of the following persons: President, President-Elect, Vice-President or Treasurer. The Treasurer will furnish a financial statement of the Association at each annual meeting and at such times as called on by the Board of Directors, Executive Committee or Finance Committee. All books, vouchers, and necessary documents shall be made available to the Auditing Committee not less than one month prior to the annual meeting.

g. Affiliate Representative to APHA:

The Affiliate Representative shall serve as an Officer of the Association, as a member of the Executive Committee and Board of Directors. The duties and responsibilities shall be to represent the Association on the APHA Governing Council and the Committee on Affiliates (COA), to assist the President and the Association in the development of APHA/UPHA relationships and to fulfill APHA obligations, to ensure timely exchange of information and action by the Board of Directors on APHA policy, resolutions and affiliate action, assists in Federal and State legislative advocacy, participates in the nominating process of APHA leadership and awards and other duties as determined by the Board of Directors.

Section 5. Compensation

Revised 5/21/2008

- a. Officers shall serve without compensation except for a reasonable advancement or reimbursement of travel related expenses incurred in the performance of their duties.

Section 6. Removal and Resignation

- a. Any officer may be removed, with cause, as determined by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

ARTICLE 5
THE BOARD OF DIRECTORS

Section 1. Composition:

- a. There shall be a Board of Directors (hereinafter referred to as Board) which shall consist of eighteen members including the Officers, nine Board Members, one Student Board member and an Executive Director (hereinafter referred to as Director).
- b. The Director serves as an ex-officio member of the Board.

Section 2. Election of Board Members and Selection of a Director:

- a. At the Annual Meeting three members of the Board (other than officers) shall be elected by secret ballot by the voting membership to serve a term of three years. Beginning with 2008 elections, the nominees will be slated by Management Unit responsibility. Ballots shall be retained until the first Board Meeting after the election.
- b. The Student Board member shall be elected by the Student Caucus and shall serve a term of one year.
- c. The Director shall be selected by the Executive Committee from a list of candidates derived from a recruitment effort and ratified by the Board.

Section 3. Responsibilities of the Board:

- a. Each Board Member (other than Officers) shall be elected with oversight responsibilities for the Fiscal Unit, the Communications Unit, and the Policy Unit (see Article 10). The Member Services unit will be overseen by the Officers.

- b. Three Management Units shall have three Board Members who shall work together to coordinate the activities of their Management Unit. It shall be the responsibility of the three Board members to oversee all committee activities in their unit. Except as specified in the bylaws, Board Members will designate the committee chairs in their Unit.
- c. The senior tenured Board member of the Management Unit shall serve as Chair unless another is designated as Chair. The Chair will report to the Board the activities of the respective committees in their Management Unit.

Section 4. Duties:

- a. The Board will serve as the policy-making body of the Association. Functions and activities shall be consistent with the Bylaws and Articles of Incorporation of the UPHA and the Constitution and Bylaws of the American Public Health Association. The Board shall be responsible for maintaining communication with and fulfilling the obligation as an Affiliate of the Association to the American Public Health Association. The Board shall have full power of the Association, including that of filling vacancies of the Board, in matters demanding action between meetings of the Association, and shall report such action at the Annual meeting.
- b. The Board shall meet prior to and following the annual meeting and at least every three months between annual meetings.
- c. Other meetings of the Board may be called by the President or by request of five members of the Board.
- d. Attendance at Board Meetings is strongly encouraged and lack of attendance may serve as cause for removal from the Board.
- e. The Board shall be responsible for the hiring of the Director and any other employees for the Association and the development of policies and procedures for the operation of business office(s) for the Association at such time as they determine such business office(s) can be supported and justified. This Board shall be responsible for establishing the lines of authority necessary for sound administrative practices in the relationship of staff members to the Board and the elected officers of the Association. The Director shall officially represent the Board in its dealings with the staff of such office(s).

Section 5. Vacancies:

- a. If a vacancy occurs before the expiration of a term, the Board shall have the power to fill the vacancy from the Association's general membership for the remainder of the term.
- b. Vacancy of Director – see Section 2. c.

- Section 6. Board Appointments:
a. The Board may appoint members of the Association to represent the Association as deemed necessary.
- Section 7. Compensation
a. Board members shall serve without compensation except for a reasonable advancement or reimbursement of travel related expenses incurred in the performance of their duties.
b. The Director and other staff will serve with compensation which will be determined by the Executive Committee and ratified by the Board.
- Section 8. General Liability Insurance
a. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of general liability insurance on behalf of any agent of the Association (including a Director, officer, employee or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.
- Section 9. Removal and Resignation
a. Any Board Member may be removed, with cause, as determined by the Board of Directors, at any time. Any Board Member may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
b. Three or more unexcused absences in an Association year may be cause for Board Member removal.

ARTICLE 6
THE EXECUTIVE COMMITTEE

- Section 1. Composition:
a. The President, President-Elect, Immediate Past-President, Vice-President, Secretary, Treasurer, the Affiliate Representative, and Director together with one other member from the Board, elected by the Board annually, shall constitute the Executive Committee.

- Section 2. Vacancies:
a. If a vacancy occurs before the expiration of a term, the Board shall have the power to fill the vacancy for the remainder of the term.

- Section 3. Duties:
a. The Executive Committee shall meet upon call of the President or upon written request of three members of the Executive Committee. The Executive Committee shall function to the extent of the direction and authority given them by the Board. The Executive Committee has the support of the Board to act on its behalf in the event of an emergency.

ARTICLE 7 **MEETINGS**

- Section 1. Annual Meeting
a. There shall be at least one meeting of the membership annually.

- Section 2. Regular Meetings
a. The Board shall meet prior to and following the annual meeting and at least quarterly between annual meetings.
b. Other meetings of the Board may be called by the President or by request of five members of the Board.
c. Regular meetings may also be held with all parties participating by teleconference, videoconference, or similar communication method, or with some meeting in person and others participating by teleconference, videoconference or similar communication method.

- Section 3. Place of Meetings
a. Meetings shall be held at a location designated by the current president with concurrence of the Board of Directors.

- Section 4. Business Meetings
a. There shall be a business session at the annual meeting at which time reports shall be received and other business of the Association conducted.
b. Association business, requiring action at the annual meeting, shall be approved by the Board at a Board meeting prior to the annual meeting. Any resolutions, not approved by the Board, may be brought before the annual meeting only after receiving a 2/3 vote by the membership present and voting to consider the matter.

- Section 5. Special Meetings
a. A special meeting of the membership may be called by the Board of Directors. A special meeting of the Association shall be called by any member of the

Executive Committee upon written request of twenty-five members of the Association.

- b. Board meetings may be closed to discuss legal or personnel matters.

Section 6. Notice of Meetings

- a. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Officers & Board:
 - i. Regular Meetings. Regular meetings of the Officers and Board will be posted on the Association website.
 - ii. Special Meetings. At least one week prior notice shall be given by the Secretary of the Association to each Officer and Board Member of each special meeting. Such notice may be oral or written, may be given personally, by First Class Mail, by electronic mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting. In the case of e-mail or facsimile notification, the individual to be contacted shall acknowledge personal receipt.
 - iii. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Officer or Board Member of this Association under provisions of the Articles of Incorporation, these Bylaws, or the laws of the State of Utah, a waiver of notice in writing signed by the President, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 7. Meeting agenda items

- a. Members in good standing may request that a topic(s) be added to a meeting agenda for discussion. The request must be submitted, in writing, to the President at least (8) business days prior to the scheduled meeting.

ARTICLE 8
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

- a. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer 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 specific instances.

- b. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

- a. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by another officer or Director of the Association.

Section 3. Deposits

- a. All funds of the Association shall be deposited within three business days of receipt to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

- a. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association. The Board of Directors is specifically authorized however to decline on behalf of the Association, any contribution, gift, bequest or devise acceptance of which, in the sole discretion of the Board, is considered not to be in the best interests of the Association and the effective and appropriate furtherance of its purposes.

ARTICLE 9
TAX EXEMPTION PROVISIONS

Section 1. Limitation on Activities

- a. No substantial part of the activities of this 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 Code], and this 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.
- b. Notwithstanding any other provisions of these Bylaws, this 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.

Section 2. Prohibition Against Private Inurement

- a. No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, Directors, 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 this Association.

- Section 3. Distribution of Assets
- a. Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this 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 a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Utah.
- Section 4. Private Foundation Requirements and Restrictions
- a. In any taxable year in which this Association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Association 1) 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; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10

MANAGEMENT UNITS AND COMMITTEES

- Section 1. Management Units
- a. There shall be five Management Units of the Association: Members Services, Policy, Fiscal, Communications and Executive Operations.
 - b. Each Standing Committee shall be a function of one of the five Management Units.
 - i. Member Services Unit shall consist of Membership, Professional Development, Program, Awards, and Nominating Committees.
 - ii. Policy Unit shall consist of Legislative, Resolutions, Strategic Planning, Policy and Procedures, and By-laws Committees.
 - iii. Fiscal Unit shall consist of Auditing and Finance Committees.
 - iv. Communications Unit shall consist of Community Outreach, Education and Media Relations, and Editorial Committees.
 - v. Executive Operations Unit shall consist of special and ad hoc committees.

- c. Special Committees shall be assigned to Management Units by the Board of Directors.
- Section 2 General Responsibilities of Committees:
- a. Each committee shall submit its recommendations and budget requests through the Unit Chair to the Board of Directors for approval and shall report on its activities to the membership at each annual meeting.
 - b. All committees shall communicate, coordinate activities, and cooperate with each other and with the Board of Directors in carrying out the purpose of the Association.
- Section 3. Chairperson and membership:
- a. Committee Chairpersons, and term length, shall be designated by the Management Unit Board Members. Committee membership is at the discretion of the Committee Chair(s).
- Section 4. Standing Committees:
The standing committees of the Association shall be as follows:
- a. Auditing Committee: The Auditing Committee shall be responsible for the annual audit of the finances of the Association and for general accounting.
 - b. Awards Committee: The Awards Committee shall present to the Board of Directors, for approval, the names of persons recommended for special recognition, awards, or election to honorary membership of the Association, on or before the last Board meeting prior to the Annual Meeting. The committee shall be responsible for the preparation of awards to be presented.
 - c. Community Outreach, Education, and Media Relations Committee: The Community Outreach, Education and Media Relations Committee shall be responsible for actively promoting and improving public relations of the Association and public health in Utah, prepare all needed press releases, provide assistance in promoting activities conducted by other committees, assist with publicity to promote the annual meeting, work with educational systems to encourage student and faculty interest in public health and public health professions, and develop in the community an awareness of and support for public health issues and their impact on individuals and the community including Association efforts directed at participation in Public Health Week. The Chairperson or a representative shall serve as a member of the Program Committee and be available to serve on other Association committees as requested.

- d. Editorial Committee: The Editorial Committee shall be responsible for developing a general editorial policy which is to reflect high standards of performance and shall be consistent with the goals of the Association and shall be responsible for the publications of the Association newsletter and any other professional publications which may be deemed to promote the goals of the Association. The Committee shall include as members the Immediate Past President of the Association and the newsletter editor. All publications shall list the President of the Association as the publisher.
- e. Finance Committee: The Finance Committee shall study, review, and make recommendations to the Board of Directors on all financial matters of the Association. Following consultation with the Board of Directors and committees of the Association, the Finance Committee shall prepare a proposed budget which shall include recommended travel reimbursement policies and rates and shall be presented to the Board of Directors for approval at the beginning of each fiscal year. The Treasurer shall be a member of the Finance Committee.
- f. Legislative Committee: The Legislative Committee shall review existing and proposed federal, state and local health laws and ordinances, propose needed health legislation and make recommendations to the Board of Directors for action.
- g. Membership Committee: The Membership Committee shall actively solicit members to the Association. This committee shall maintain a current membership list, membership forms, and cards. Members shall be billed yearly for dues by this committee. The Immediate Past President shall Chair the Committee and shall submit membership lists and records to the Association Secretary for filing
- h. Nominating Committee: The Nominating Committee shall consist of three members. One member of the committee shall be elected by secret ballot by the voting membership at each annual meeting for a term of three years. The committee shall nominate candidates for all offices, Board of Directors membership, and membership on the Nominating Committee. The Chairperson shall be the senior member of the committee in terms of service.
- i. Policies Procedures and Bylaws Committee: The Policies, Procedures, and Bylaws Committee shall facilitate the development of and maintain for the Association a manual of policies and procedures approved by the Board of Directors. The Policies, Procedures, and Bylaws Committee shall annually review the Bylaws of the Association and any proposed amendments. Recommendations for amendment shall be made to the Board of Directors for approval and presentation to the membership in accordance with the provisions of the Bylaws of the Association. The Chairperson, or a representative of the Bylaws Committee, shall preside as parliamentarian at the annual meeting of the Association and at Executive Committee and Board of Directors Meetings.

- j. Professional Development Committee: The Professional Development Committee shall be responsible for actively promoting and improving developmental opportunities for health professionals, students, educators and others interested in public health in Utah. The Chairperson or a representative shall serve as a member of the Program committee and be available to serve on other Association committees as requested.
- k. Annual Meeting Committee: The Annual Meeting Committee shall be responsible for planning the annual conference which shall be the major responsibility of the committee.
- l. Resolutions Committee: The Resolutions Committee shall consist of the Past-President, who shall serve as Chairperson, the Chairperson of the Bylaws Committee and such others as the President might designate. It shall be the duty of the committee to review and formulate resolutions. At a Board of Directors meeting prior to the annual meeting, this committee shall present their recommendations to the Board of Directors and to the general membership at the annual meeting.
- m. Strategic Planning Committee: The Strategic Planning Committee shall be responsible to make recommendations to the Board of Directors concerning long term and short term goals that the Association should set in order to adequately protect and promote public health. The Chairperson or a representative shall serve as a member of the Program Committee. The Strategic Planning Committee shall assist other committees in the development of goals as well as measures to assess achievement of those goals.

Section 5. Special Committees and Caucuses:

- a. The Board of Directors may establish special and/or ad hoc committees and caucuses and designate Management Unit oversight. Membership on such committees shall be by designation of the President and/or Management Unit Chair.

ARTICLE 11
QUORUM & PROXIES

- Section 1. The voting members present at any annual meeting shall form a quorum.
- Section 2. There shall be no proxy votes of any kind either at the annual meeting, meetings of the Board of Directors, or Executive Committee meetings.
- Section 3. Majority of the regularly elected and appointed members of the Board of Directors or Executive Committee shall form a quorum at any Board of Directors or Executive Committee meeting.

ARTICLE 12
PARLIAMENTARY PROCEDURE

- Section 1. Sessions of the Association and all other business shall be conducted in accordance with the Articles and Bylaws. Sessions and business not covered by the Articles or Bylaws shall be conducted in accordance with Robert's Rules of Order, Revised.

ARTICLE 13
DEFINITIONS

- Section 1. The fiscal year shall begin January 1 and end on December 31 of the same year.
- Section 2. The Association year shall begin with the close of the Annual Business Meeting and shall terminate with the close of business at the next annual Business Meeting.

ARTICLE 14
AMENDMENTS

- Section 1. These Bylaws may be amended by 2/3 vote of voting members present at any annual meeting provided the notice of proposed amendment has been given in writing to the Secretary and reviewed by the Board of Directors at a regular meeting of the Board of Directors prior to the annual meeting, and made available to voting members at the beginning of the first day of the annual meeting.