BYLAWS

of the

UTAH PUBLIC HEALTH ASSOCIATION

Amended April 26, 2019
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of the
UTAH PUBLIC HEALTH ASSOCIATION

ARTICLE 1
OFFICES

Section 1. Principal Office:
   a) The principal office of the Association is located at 3760 Highland Drive
      Suite 331, Salt Lake City, Utah.

   b) The principal mailing address of the Association is
      Utah Public Health Association
      P.O. Box 9387
      Millcreek, UT 84109.

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 are outlined in the
      current strategic plan.
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) **Regular 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 a regular 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 expiration of their previous membership.

b) **Special Memberships**: Groups of health professionals designated by the Board of Directors for a class that may include certain privileges and/or discounted fees.

c) **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.

d) **Agency Members**: Any board of health or health organization, corporation, organization, or business 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.

e) **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.

f) **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.

g) **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.

h) **Early Career Professional Members**: Person who graduated in the last 36 months and is transitioning into the public health workforce. This member type is available to apply for membership in three consecutive years.

Section 2. **Application**

a) Any person, agency or organization seeking membership in the Association as a new member shall fill out an application and submit it to the Membership Committee for acceptance. Upon acceptance of the application and payment of dues, the applicant shall be duly accepted into membership.

b) When joining or renewing, members may join up to two Sections according to professional or work interests. (See Article 4, Section 2)

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**

**ORGANIZATION SECTIONS, ASSEMBLIES, AND SPECIAL INTEREST GROUPS**

Section 1. **Sections**

A Section is a membership unit that represents one or more of the major public health disciplines, professions or programs.

Section 2. **Organization**

a) The Board maintains a list of current Sections. The Board approves any creation of a new Section.

Section 3. **Purpose**

A Section will:

a) Provide opportunity for members of like professions to join together to meet their professional needs through education, professional development, job growth, etc.;

b) Provide the Association an organized group of professionals providing leadership and reliable subject content expertise with current research to develop reports, white papers, or publications used to further the purposes of the Association;

c) Work with the Annual Conference Planning Committee and other Sections to provide desirable course content for member education and professional development;
d) Lead efforts to develop resolutions adopted by the Association as guiding policies and practices;

e) When called upon by the Association leadership provide professional expertise, background information and subject research to support advocacy efforts to national, state and local elected officials regarding legislation and policy change.

Section 4. **Section Leadership**
The Sections will conduct elections to select a Section Chair, Chair-Elect, and Secretary, who will serve two year terms, with new terms beginning at the close of the Association Annual Meeting in even numbered years.

a) Section Chair shall:
   1. preside and lead the business and activities of the Section, including how often members meet, time, location and agenda;
   2. participate as a member of the Section Council;
   3. be the conduit of communication to Section members from Association leadership and Section Council to fulfill the purposes as outlined in Article 4, Section 3, above.

b) Chair-Elect shall:
   1. when assigned, or in the absence of, act in the place of the Chair;
   2. assist the Chair in fulfilling assignments as requested.

c) Secretary shall:
   1. keep the minutes and other records of the Section;
   2. transmit to the Executive Director of the Association a copy of the minutes of all meetings;
   3. find a substitute to record the minutes when unable to attend meetings.

Section 5. **Section Meetings**
Section members will meet at least once per year during the association’s Annual Conference to conduct business of the Section. Other meetings may be scheduled as frequently as Section leadership desires, to fulfill purposes as outlined in Article 4, Section 3 (above) and to conduct other business as Section leadership deems necessary.

Section 6. **Section Council**
There shall be a Section Council composed of the Chairs of each Section. The duties of the Section Council are to:

a) elect one member of the Section Council to serve as Chair of the Council;

b) elect one member of the Section Council to serve on the
Association Board, representing all Sections and to report on Section business;

c) meet together as a Council to organize and facilitate Section business;

d) schedule and set agendas of meetings and provide support to Association leadership;

e) represent the interests and common concerns of Sections, make general recommendations and advise Association leadership in relationship to member needs, Annual Conference program, professional development, etc.;

f) facilitate relations and coordinate activity between Sections and with other relevant bodies of the Association;

g) lead and coordinate advocacy efforts as requested by the Association Officers & Board;

h) lead and coordinate among Sections the development of resolutions and policy papers.

Section 7. Section Finances
Each Section will provide to the Financial Committee an annual budget proposal necessary to conduct the business of the Section. Where possible, Sections will seek donations and outside financial support to help the Association sustain Section activities.

Section 8. Student Assembly
The Student Assembly will provide opportunities for interested students to join together to meet their student, early career, and professional needs through education, networking and mentoring opportunities, professional development, job growth, etc.

The Student Assembly will conduct elections to select a Student Assembly President and Student Assembly President-Elect, who will serve two year terms, with new terms beginning at the close of the Association Annual Meeting.

d) Assembly President shall:
   1. preside and lead the business and activities of the Assembly including how often members meet, time, location and agenda;
   2. participate as a member of the Board;
   3. be the conduit of communication to Assembly members from Association leadership to fulfill the purposes as outlined in this section under the direction and mentorship of the current Board President.
e) President-Elect shall:
   1. when assigned, or in the absence of, act in the place of the President;
   2. assist the President in fulfilling assignments as requested under the direction and mentorship of the current Board President-Elect.

f) An appointed member of the Student Assembly shall:
   1. keep the minutes and other records of the Assembly;
   2. transmit to the Executive Director of the Association a copy of the minutes of all meetings;
   3. find a substitute to record the minutes when unable to attend meetings.

Student Assembly Meetings
Student Assembly members will meet at least annually. Other meetings may be scheduled as frequently as Section leadership desires to conduct business as Assembly leadership deems necessary.

Section 9. Special Interest Groups
A Special Interest Group (SpIG) is composed of UPHA members who are working together on a specific issue or topic that is important to public health, crosses disciplinary and Section boundaries, and calls for expertise that may reside in more than one Section. A SpIG may be established whenever a group of members petitions the Executive Committee, which reviews the application and forwards its recommendation to the Board of Directors for further action.

a) A SpIG is recognized as a time limited group as determined by the Board. The Board may extend the time limits of a SpIG.

b) A SpIG may develop its own organizational leadership, which may include a Chair and other leadership position(s) as needed to remain viable.

c) A SpIG leader may attend Board of Director meetings, without vote, to represent, convey and participate in business pertinent to the Association.

d) A SpIG leader may be invited to attend Section and Section Council meetings, to represent, convey and participate in business pertinent to Section(s).

e) A SpIG may petition to become a Section upon the following criteria:
   1. Has a least 10 interested UPHA members
   2. Exists and shows viability for a least one year, or reaches the
time limit determined by the Board.

  a) If the SpIG reaches the end of the limited time, it has the following options:
     i. Disband
     ii. Petition the Board for an extension of time
     iii. Petition the Board to become a Section

ARTICLE 5
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 before the expiration of a term, the Board of Directors shall have the power to fill the vacancy for the remainder of the term and should be filled from current Board of Directors members when possible, except for the:

- Immediate Past President, which shall remain vacant until it is filled by the person from the next annual election, and
- Director, which will be opened to a recruitment effort, applications collected and evaluated, and selected candidates interviewed. The final selection of a new Director will be made by the Executive Committee and ratified by the Board.

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 able 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 Presidents’ Committee (if activated), coordinate the association’s university and college scholarships and have such other duties as are determined by the Board of Directors. The Past President shall coordinate the annual Association scholarships.

e) **Secretary**: The Secretary shall serve as an Officer of the Association, as a member of the Executive Committee and Board of Directors and shall 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 and have such other duties as are determined by the Board of Directors.

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, Treasurer, chair of the Financial Management Unit, or other Board member as designated by the President. 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 professional conducting the financial review not less than one month prior to the annual meeting and have such other duties as are determined by the Board of Directors.

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); assist the President and the Association in the development of APHA/UPHA relationships and to fulfill APHA obligations; ensure timely exchange of information and action by the Board of Directors on APHA policy, resolutions and affiliate action; assist in Federal and State legislative advocacy; participate in the nominating process of APHA leadership and awards; serve as a liaison to the UPHA Membership Committee; and other duties as determined by the Board of Directors and have such other duties as are determined by the Board of Directors.

Section 5. **Compensation**

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 6**

**THE BOARD OF DIRECTORS**

Section 1. **Composition**

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

Section 2. Responsibilities and 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.

  b) 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. 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).

  f) The Board will be responsible to approve, upon petition, the creation of a SpIG and an organizing time limit; and upon recommendation from the Executive Committee, further action to create a Section after a SpIG has fulfilled the sustainability requirements and petitions to become a Section.

Section 3. 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) The Nominations Committee will assist the Board in filling vacancies.
Section 4. **Board Appointments**  
a) The Board may appoint members of the Association to represent the Association as deemed necessary.

Section 5. **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.

Section 6. **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 7. **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 7**  
**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 8**

**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 or some parties 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:

1. **Regular Meetings**: Regular meetings of the Officers and Board will be posted on the Association website.

2. **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.

3. **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 9**

**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 five 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 10
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 shall

1. 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. not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
3. not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
4. not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and
5. not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 11
MANAGEMENT UNITS AND COMMITTEES

Section 1. Management Units

a) There shall be five Management Units of the Association: Advocacy, Fiscal, Communications, Member Services, and Executive Operations.

b) At the association’s Annual Meeting, three Unit Members 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.

c) The five Management Units have the authority to form functional units or committees to help in their assignments.
1. Advocacy Unit shall be assisted by the Legislative Committee.

2. Fiscal Unit shall be assisted by the Finance Committee and Treasurer.

3. Communications Unit shall be assisted by the Communications Committee.

4. Member Services Unit shall be assisted by the Membership, Professional Development, Annual Meeting, Resource Development, Awards, and Nominating Committees.

5. Executive Operations Unit shall consist of special and ad hoc committees.

d) Special Committees shall be assigned to Management Units by the Board of Directors.

Section 3. Responsibilities of the Unit Members

a) Each Member of the Advocacy, Fiscal, and Communications Management Units shall be elected to serve three year terms. The Member Services unit will be overseen by the Officers.

b) The Advocacy, Fiscal, and Communications Management Units shall each have three Board members who shall work together to coordinate the activities of their Management Unit. It shall be the responsibility of each Unit to oversee all activities of committees assigned to their unit. Except as specified in the bylaws, Unit Members will designate the committee chairs in their Unit.

c) The senior tenured member of each Management Unit shall serve as Chair unless another is designated. The Chair will serve on the Board and report on the activities of their unit and respective committees.

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) **Annual Meeting Committee:** The Annual Meeting Committee shall be responsible for planning the annual conference and assist with all other Association event planning and execution.

b) **Awards Committee:** The Awards 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. In 2013, all three members shall be appointed by the Board of Directors. 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) **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 be presented to the Board of Directors for approval prior to beginning of each fiscal year.

d) **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.

e) **Membership Committee:** The Membership 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. In 2019, all three members shall be appointed by the Board of Directors to serve until the 2020 election. The Membership Committee shall actively work to solicit and retain 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.

f) **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.

g) **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.

h) **Resource Development Committee**: The Resource Development Committee shall identify and solicit diversified sources of funding, including endowed funds, scholarships, donations, gifts, grants, and entrepreneurial opportunities to fund UPHA. The Committee shall develop and the Board of Directors will approve Policies and Procedures for these efforts.

i) **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.

j) **Communications Committee**: The Communications Committee shall assist the Communications Group in its duties and provide the technical and media assistance needed.

Section 5. **Special Committees and Caucuses**:

a) The Officers, Board of Directors, Management Groups, or Director may establish special and/or ad hoc committees and caucuses and designate Management Unit oversight. Membership on such committees shall be approved by the Board.

**ARTICLE 12**

**ASSOCIATION STAFF**

Section 1. **Director Selection**.
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 2. **Director Compensation**: The Director and other staff will serve with compensation determined by the Executive Committee and ratified by the
Board.

Section 3. **Duties of the Director:** The duties of the Director will be outlined and documented in detail by the Executive Committee and ratified by the Board.

Section 4. **Annual Review:** A review of the duties and performance of the Director will be by the four Presidents on an annual basis, as managed by the current President.

**ARTICLE 13**

**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 14**

**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

Section 2. The President shall designate a Parliamentarian to assure all business conducted during the annual business meeting is conducted in accordance with the Bylaws and parliamentary procedures.

**ARTICLE 15**

**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 16
AMENDMENTS

Section 1. These Bylaws shall be reviewed annually by the Executive Committee. 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.