BYLAWS

of the

UTAH PUBLIC HEALTH ASSOCIATION

Amended April 26, 2019
BYLAWS
of the
UTAH PUBLIC HEALTH ASSOCIATION

ARTICLE
1 OFFICES

Section 1. Principal Office:
   a) The principal office of the Association is located at 375 Chipeta Way, 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, the goals of the Association take precedence over any single individual’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) Individual Member: 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 individual 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) Student Member: 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) Life Member: 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. In addition, individuals awarded the Beatty Award shall be entitled to an honorary life membership.
d) **Retired Member:** 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.

e) **Early Career Professional Member:** 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.

f) **Community Health Worker Member:** Includes benefits of individual membership and participation in the Community Health Worker Section.

**Section 2. Application**

- **a)** Any person seeking membership in the Association as a new member shall fill out an application and submit it for acceptance. Upon submission of the application and payment of dues, the applicant shall be duly accepted into membership.

**Section 3. Dues and Fees**

- **a)** All membership dues shall be set by the Board of Directors as policy of the organization and reviewed annually.

  - **b)** The dues year shall be calculated using a rolling calendar year. Dues are payable annually, and shall be due the month of renewal date after the previous payment was deposited. Dues will be considered delinquent 45 days after the due date and individuals’ membership will be cancelled.

  - **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.

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

  - **b)** Sections shall be represented on the Board by one individual, selected among the Section Chairs.
Section 3. **Purpose**

A Section will:

a) Provide opportunities 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 proposed to 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, Vice-Chair, 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 Board of Directors; and
   3. be the conduit of communication to Section members from Association leadership and the Board of Directors to fulfill the purposes as outlined in Article 4, Section 3, above.

b) Vice-Chair shall:
   1. when assigned, or in the absence of, act in the place of the Chair; and
   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; and
   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 Finances**  
Each Section, in coordination with the Treasurer, 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 7.  **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)  **Student 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; and
   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)  **Student Assembly President-Elect shall:**
   1.  when assigned, or in the absence of, act in the place of the President; and
   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; and
   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 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 at least 10 interested UPHA members
   2. Exists and shows viability for at 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 6
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. All Officers shall be dues paying members.
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.

The Secretary shall be a current dues paying UPHA member who is nominated by the President and President-Elect at the Annual Meeting each even calendar year, ratified by the Board, for a two-year term.

f) Officers, excluding the Secretary, shall be elected by the membership voting on secret ballot, or other voting method approved by the Board of Directors. Election results and the nominated Secretary during each even calendar year, 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
- Executive Director, which will be opened to a recruitment effort, applications collected and evaluated, and selected candidates interviewed. The final selection of a new Executive Director will be made by the Executive Committee and ratified by the Board of Directors.

c) Vacancies for all offices, including the Board of Directors, Awards Committee, Membership Committee, and Nominations Committee shall only be filled by current dues paying UPHA members.
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 an ex-officio member of all committees except the Nominations 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.

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 Conference Planning 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 a member 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 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 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, keep a list of the members of the Association with the dates of their membership, as provided by the Membership Committee, and shall have charge of the funds of the Association. 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 Fiscal 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 Treasurer for their 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 the seven Officers, eighteen Unit Members, one Student Assembly representative, and each of the Section Chairs.

b) The Executive Director serves as an ex-officio member of the Board and is not entitled to voting rights.

c) All members of the Board, including the seven Officers, eighteen Unit Members, one Student Assembly representative, and each Section Chairs are entitled to one vote each.

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 the 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 ratifying the hiring of the Executive Director. The Board shall develop the 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 Executive Director shall officially represent the Board in its dealings with the staff of such office(s).

f) Annually the Board shall participate in all required trainings.

g) 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. 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.

b) The Association celebrates diversity and strives to create an organization that reflects the various communities the Association seeks to serve. The Association is committed to improving diversity and uplifting diverse voices on the UPHA Board of Directors, Management Units and Committees.
Section 5. **Board Appointments**

a) The Board may appoint members of the Association to represent the Association as deemed necessary.

Section 6. **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 7. **General Liability Insurance**

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 an Executive 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 8. **Removal and Resignation**

a) Any Board Member may be removed, with cause, as determined by the Board of Directors, at any time.

b) 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.

c) Three or more unexcused absences in an Association year may be cause for Board Member removal.

ARTICLE 7

**THE EXECUTIVE COMMITTEE**

Section 1. **Composition**

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

Section 2. **Vacancies**

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**

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. In the event of an emergency, the Executive Committee shall seek the support of the Board to act on its behalf.

**ARTICLE 8**

**MEETING**

Section 1. **Annual Meeting**

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 Meeting**

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 Association in good standing 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 Executive Committee & Board:

1. Regular Meetings: Regular meetings of the Executive Committee 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 Executive Committee member and Board Member of each special meeting. Such notice may be oral or emailed and shall state the place, date and time of the meeting.

3. Waiver of Notice: Whenever any notice of a meeting is required to be given to any Executive Committee 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 Executive Director and countersigned by another Officer 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.

b) All regular operations should be contained and used from one bank account. Separate bank accounts should be used for Executive Committee activities, funding, and grants that do not directly fund operations.

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 Benefit**

No part of the net earnings of this Association shall privately benefit, or be distributable to, its members, Board of 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**

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©(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 by the Executive Committee in accordance with all applicable provisions of the laws of the State of Utah.

Section 4. **Private Foundation Requirements and Restrictions**

a) In any and all taxable year(s) 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 seven Management Units of the Association: Advocacy, Awards, Communications, Fiscal, Membership, Nominations, 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 seven Management Units have the authority to form functional units or committees to help in their assignments.

1. Advocacy Unit shall be assisted by the Advocacy Committee.

2. Awards Unit: The Awards Unit shall be assisted by the Awards Committee.

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

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

5. Membership Unit: The Membership Unit shall be assisted by both the Membership Committee and the Professional Development Committee.

6. Nominations Unit: The Nominations Unit shall be assisted by the Nominations Committee.

7. 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 2. Responsibilities of the Unit Members

a) Each Member of the Advocacy, Fiscal, Communications, Awards, Membership, and Nominations Management Units shall be elected to serve three-year terms. Each Management Unit will be overseen by the Executive Committee.

b) The Advocacy, Fiscal, Communications, Awards, Membership and Nominations 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 3. 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 4. 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 5. Standing Committees:
The standing committees of the Association shall include the following:

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

   b) Awards Committee: The Awards Committee shall be responsible for the preparation of awards to be presented.

   c) Finance Committee: The Finance Committee shall consist of the Fiscal Unit, Treasurer, Executive Director, and relevant other staff to 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) Advocacy Committee: The Advocacy 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 actively work to solicit and retain members to the Association. This committee shall maintain a current membership list and membership forms.

   f) Nominations Committee: The Nominations Committee shall nominate candidates for all offices, Board of Directors membership, and membership on the Nominations Committee. The Nominations Committee shall coordinate with the Membership Committee and/or Treasurer to ensure that candidates for all offices, Board of Directors, Awards Committee, Membership Committee, and Nominations Committee are current dues paying members of UPHA.
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 Professional Development Committee shall disseminate professional development opportunities for members.

h) **Resource Development Committee:** The Resource Development Committee shall assist the Executive Operations Unit to 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 6. **Special Committees and Caucuses:**

a) The Officers, Board of Directors, Management Groups, or Executive 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. **Executive Director Selection.**
The Executive Director shall be selected by the Executive Committee from a list of candidates derived from a recruitment effort and ratified by the Board of Directors.

Section 2. **Executive Director Compensation:**
The Executive Director and other staff will serve with compensation determined by the Executive Committee and ratified by the Board of Directors.
Section 3. **Duties of the Executive Director:** The duties of the Executive Director will be outlined and documented in detail by the Executive Committee and ratified by the Board of Directors.

Section 4. **Registered Agent:** The Executive Director shall be the registered agent of the Association and shall be responsible for filing all necessary state and federal reports each year.

Section 5. **Safe-Guarding Files:** The Executive Director shall be responsible for maintaining and safe-guarding all files, records, equipment, and memorabilia of the Association.

Section 6. **Annual Review:** A review of the duties and performance of the Executive Director will be conducted 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. At least 4 members of the Executive Committee shall form a quorum at any Executive Committee meeting.

Section 4. At least 10 members of the Board of Directors shall form a quorum at any Board of Directors 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.