

HAWAI'I PUBLIC HEALTH ASSOCIATION

OCTOBER 1974

(As amended July 1979, May 1983, May 1984, May 1985, May 1986, May 1992, May 1998,
May 1999, June 2008, July 2009, August 2013)

CONSTITUTION

ARTICLE I NAME

This organization shall be known as the Hawai'i Public Health Association hereinafter referred to as the Association.

ARTICLE II MISSION

The mission of this Association is to promote public health in Hawai'i through leadership, collaboration, education and advocacy.

ARTICLE III MEMBERSHIP

Section 1. There shall be five (5) classes of members to be designated as Regular Members, Honorary Members, Student/Senior Members, Associate Members, and Ex-Officio Members.

Sub-section a. Regular Members

Persons eligible for regular membership shall be those professionally engaged in or interested in public health in the State of Hawai'i.

Sub-section b. Student/Senior Members

Persons eligible for student/senior membership shall be those interested in public health in the State of Hawai'i who are fully retired from gainful employment and at least 65 years of age or full-time students carrying at least eight (8) credits per semester enrolled in academic degree programs. First year students enrolled in advanced degree programs in public health, medicine, nursing, or social work in Hawai'i will be eligible for free HPHA membership during their first year of study.

Sub-section c. Honorary Members

Any active member who has rendered long and distinguished service to the Association may be elected to honorary membership by a majority vote of the

Board of Directors. Honorary members shall be entitled to the same privileges as Regular Members. They shall be exempt from payment of dues.

Sub-section d. Associate Members

Any corporation, organization or health agency interested in playing an active role in the development of health policies and programs is eligible for Associate membership. An Associate member may designate one representative who shall have all the rights and privileges of a Regular Member. Associate Members must be approved for membership by a majority vote of the Board of Directors.

Sub-section e. Ex Officio Members

The Director of the Hawai'i State Department of Health, the Director of the Office of Public Health Studies at the University of Hawai'i, members of the Action Board, Governing Council or the Executive Board and its committees of the American Public Health Association, and others may be invited by majority vote of the Board of Directors to serve on the Board of Directors as Ex Officio Members. Ex Officio Members shall be entitled to all membership privileges, including the right to vote, to hold office, or to receive appointment to a committee.

Section 2. Qualifications, dues, manner of election, and rights and privileges of the several classes of members, except as specified in this Constitution, shall be established in the By-Laws.

ARTICLE IV OFFICERS

Section 1. The officers of the Association shall be a President, an Immediate Past President, a Vice President, a Secretary and a Treasurer.

Section 2. The officers and directors shall be elected at the Annual Meeting of the Association for the following terms: President-one year term; Vice President-one year term; Secretary-two year term; Treasurer-two year term; ARGC-three year term; and four at large directors, minimum of two from outside of Oahu-two year terms each. The elected office of Vice President will succeed to office of President and then to office of Immediate Past President.

ARTICLE V THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of:

- A. The Officers of the Association (5)
- B. Directors-at-Large (4)

C. Ex-Officio Directors

D. The Association's official Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association (APHA). (1)

Section 2. The Executive Committee of the Association shall consist of the officers and the ARGC.

Section 3. The Executive Committee shall have the powers of the Board of Directors to transact business between Board meetings as follows:

A. To approve expenditures up to \$500;

B. To sign documents and contracts on behalf of the organization;

C. To delegate decision making to committees.

All transactions of the Executive Committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

Section 4. The Executive Committee shall provide staff oversight of any personnel or contract services and other immediate administrative details.

ARTICLE VI MEETINGS

Section 1. There shall be one general meeting of the Association each year at a time and place designated by the Board of Directors and to be known as the Annual Meeting of the Association.

Section 2. Special meetings of the Association may be called by the President or written request of ten (10) voting members, provided the written notice concerning the time, place and purpose of the meeting is mailed or emailed to each member at least (10) days prior to the proposed meeting and the members unable to attend the meeting may vote by mail or written proxy. As a special meeting, no business may be transacted except that specified in the notice.

ARTICLE VII AFFILIATION WITH THE AMERICAN PUBLIC HEALTH ASSOCIATION

Section 1. This Association is affiliated with the American Public Health Association.

Section 2. One member of the Association is to be elected as the Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association, as established in the Constitution and By-Laws of the American Public Health Association.

ARTICLE VIII AMENDMENTS

Section 1. This Constitution may be amended by a two-thirds vote of the members present and voting at any Annual Meeting of the Association, provided a copy of the proposed amendments has been sent to each member at least thirty (30) days prior to the Annual Meeting.

ARTICLE IX DISSOLUTION

Section 1. This Association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members and is organized solely for nonprofit purposes. The property, assets, and net income of this Association are irrevocably dedicated to scientific, literary or education purposes and no part of the profits or net income shall ever inure to the benefit of any officer, or member or to the benefit of any individual.

Section 2. On the dissolution of this Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for scientific, literary or education purposes and that has established tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

HAWAI'I PUBLIC HEALTH ASSOCIATION

OCTOBER 1976

(As amended May 1977, July 1979, May 1983, May 1984, May 1985, May 1986, December 1989,
May 1991, May 1992, May 1998, May 1999, June 2003, August 2013)

BY-LAWS

ARTICLE I RIGHTS AND PRIVILEGES OF MEMBERS

Section 1. Applications for all types of membership, except Honorary, shall be made to the Association on a form approved by the Board of Directors and shall be referred to the committee on Membership for screening of qualifications and classification of membership and processing.

Section 2. Any class of member shall be entitled to hold office; to vote for officers of the Association and upon all motions and resolutions coming before the Association; to participate generally in the proceedings of the Association; and to serve on any committee of the Association.

Section 3. Honorary members shall be elected by a majority of the Board of Directors from those nominated by the Nominations Committee.

ARTICLE II FINANCES

Section 1. Dues

A. Annual dues for Regular, Associate and Ex Officio Members shall be determined by the Board of Directors after consultation with membership.

B. Honorary Members shall not be required to pay dues.

C. Annual dues for Student/Senior members shall be determined by the Board of Directors after consultation with membership.

D. All membership dues shall be paid each year to the Treasurer. Dues shall be applied to membership for a calendar year, from the date payment is received.

Section 2. Liability

No liability shall be incurred unless authorized by the Board of Directors.

Section 3. Checks

All checks of \$100 or more shall be signed by any two (2) of the following officers of the Board of Directors: President, Vice President, Secretary, or Treasurer. Checks under \$100 may be signed by any one of the Board of Directors listed above.

Section 4. Remittance to the American Public Health Association

To meet our obligation as an Affiliate of the American Public Health Association, the Treasurer shall remit to the American Public Health Association annually a sum based on a per capita basis established by the APHA Executive Board subject to the approval of the APHA Governing Council.

Section 5. Annual Meeting Expenses

The Board of Directors is authorized to charge conference fees to assist in defraying expenses of the Annual Meeting.

Section 6. Fiscal Year

The fiscal year shall be from January 1 to December 31.

ARTICLE III DUTIES OF OFFICERS

Section 1. The duties of all officers of the Association shall be such as are implied in their respective titles and such as are specified in these By-Laws.

Section 2. The President shall preside at all meetings of the Association and the Board of Directors and shall be a member of all committees of the Association, Ex-Officio without vote. He/she shall fill, by appointment, any vacancy that may occur, subject to the Board of Directors approval. The President shall be the official representative of the Association.

Section 3. The Vice President shall serve as President in the absence of the President. The Vice President shall coordinate the activities of the Committees.

Section 4. The Vice-President shall serve as the general chair for planning the Annual Meeting.

Section 5. The Secretary shall:

- A. Act as Secretary of the Association and the Board of Directors and is held responsible for maintaining minutes of meetings of the Association and the Board of Directors;
- B. Conduct the correspondence of the Association;
- C. Notify the membership of the date, time and place of all general and special meetings of the Association including a statement of purpose of the meeting;

D. Submit a written report to the membership prepared jointly and signed by the President and Secretary of the general activities of the Association, including all actions taken by the Board of Directors during the year.

Section 6. The Treasurer shall:

- A. Receive all monies collected and deposit the same in the name of the Association in a bank designated by the Board of Directors;
- B. Make all disbursements by bank order, exceptions to be approved by the Board of Directors;
- C. Furnish the Board of Directors a financial statement of receipts and disbursements made and the balance of funds at each regular meeting of the Board of Directors;
- D. Furnish to the membership of the Association at the Annual Meeting a financial statement;
- E. This statement, together with the account records, bank statements, canceled checks, voucher stubs, bills and receipts received or issued during the fiscal year and such other documents as may be required shall be submitted to an ad hoc Audit subcommittee on Finance for an annual audit upon the request of the Board of Directors.

ARTICLE IV THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall:

- A. Exercise full powers of the Association in all matters demanding action between Annual Meetings of the Association;
- B. Designate a place for the funds of the Association;
- C. Approve of presidential appointments to fill vacancies in office;
- D. Act as Trustee of all properties and funds of the Association;
- E. Indicate the date, time, and place of the Annual Meeting and the amount of registration fee (if any) to be charged at the Annual Meeting;
- F. Have authority to increase items in the budget and make emergency allocations for items not included in the budget provided such action has the majority approval of the Board of Directors;
- G. Consider all resolutions and motions referred to it and shall report its recommendations to the membership at the next Annual Meeting of the Association;

H. Identify, assess and establish priorities for health issues in Hawai'i and determine those requiring a study of action where appropriate.

Section 2. Representative to the Governing Council, American Public Health Association (ARGC).

The Official representative of the Association to the Governing Council of the American Public Health Association shall be elected at the Annual Meeting for a term of three (3) years. The representative shall be a member of APHA.

ARTICLE V COMMITTEES

Section 1. The Standing Committees of the Association shall be as follows:

- A. Committee on Governance (nominating, bylaws, care of board)
- B. Committee on Programs & Member Services
- C. Committee on Fund Development & Finance
- D. Committee on Legislative & Government Relations
- E. Ad hoc as needed

Section 2. Composition of Standing Committees

Except as stipulated in these By-Laws, the composition of each Standing Committee shall be determined by the Board of Directors.

Section 3. Chairs of Standing Committees

Except as stipulated in these By-Laws, the President shall appoint the chairs of all Standing Committees. Committee chairs do not have to be board members.

Section 4. Meetings of Standing Committees

Each Standing Committee shall meet at least once between the Annual Meetings of the Association and the Chairperson shall submit a report of the Committee's activities to the Board of Directors of the Association as requested by the President. The Chairperson is held responsible for maintaining a file of the committee's activities and for forwarding the file to his/her successor.

Section 5. Committee on Governance (nominating, bylaws, care of board)

The Committee on Governance shall prepare a report presenting the names of one or more members as nominee(s) for each office to be filled. These nominees have consented to serve if elected. This report shall be presented at the Annual Meeting of the Association where additional nominations may be made from the floor. The elections shall follow this report.

The Committee on Governance shall make and submit to the Board for Directors all proposed changes in the Constitution and By-Laws for approval prior to submission to the membership for vote.

Section 6. Committee on Programs & Member Services

The Committee on Programs & Member Services shall;

- A. Solicit and encourage public health workers and others interested in public health to become members of the Association;
- B. Receive all membership applications;
- C. Remit as soon as possible to the Treasurer of the Association all monies received along with the names of the persons who paid dues; and
- D. Keep an accurate classified list of the membership of the Association with the address of each member.

The Committee on Programs and Member Services shall advise the Board of Directors as to the continuing education needs of the Association and assume responsibility for conducting continuing education programs sponsored by the Association as approved by the Board of Directors.

In addition, the committee shall arrange for the professional program of the Annual Meeting of the Association in cooperation with the Vice President who serves as the General Chair for the Annual Meeting.

The committee shall also organize special events as requested by the Board of Directors.

- A. Intrepret the objectives and activities of the Association to other pertinent groups and to the public;
- B. Assist in the publicizing the program of the Annual Meeting to the membership;
- C. Publish information at intervals to inform the membership of developments in the Association and in public health matters.

Section 7. Committee on Fund Development & Finance

The Committee on Fund Development & Finance shall consist of the following officers of the Association and one member-at-large: the Treasurer as Chairperson and the President. The committee shall prepare a proposed budget for the operation of the Association and submit it to the Board of Directors for its consideration at its first regular meeting of the fiscal year.

The Committee on Finance shall recommend to the Board of Directors any necessary changes in the dues structure of the Association that may be needed to meet the projected obligations of the Association.

There shall be an ad hoc subcommittee on Audit, as needed, consisting of three members, one of which shall be a member-at-large. The Treasurer shall not be a member of this subcommittee.

Section 8. Committee on Legislative & Government Relations

The Committee on Legislative & Government Relations:

- A. Shall review proposed Federal, County, and State legislation and make recommendations to the Board of Directors for possible action;
- B. Shall make recommendations to the Board of Directors relative to needed public health legislation in the State of Hawai'i for appropriate action;
- C. May provide oral or written testimony in support or opposition of any bill as recommended in clause A or B of this section provided that a majority of the Board of Directors consent;
- D. Shall have at least one member on the Committee on Legislative & Government Relations who is an Officer of the Association.

ARTICLE VI QUORUM

Section 1. A quorum at any meeting of the Association shall consist of not less than thirty-five (35) active members of the Association, at least two of which shall be officers of the Association.

Section 2. A quorum of any meeting of the Board of Directors shall consist of not less than half of the currently filed board seats.

Section 3. Quorum may be met by representatives appearing in-person, by conference call, teleconference or through any interactive technology. Members may also submit votes via proxy.

ARTICLE VII RULES OF ORDER

Business sessions of the Association and Board of Directors shall be conducted with Robert's Rules of Order, Revised.

ARTICLE VIII AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds vote of the members present and voting at any Annual Meeting of the Association, provided a copy of the

proposed amendments has been sent to each member at least thirty (30) days prior to the Annual Meeting.

Section 2. The By-Laws may also be amended between Annual Meetings by a two-thirds vote of the members responding to a mailed or emailed ballot, allowing them fifteen (15) days within which to return the ballot, provided, however, that changes proposed in a ballot shall have been approved by the Board of Directors.

ARTICLE IX DISSOLUTION

Section 1. This Association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits and net income of this Association is irrevocably dedicated to scientific, literary or educational purposes, and no profits or net income shall ever inure to the benefit of any officer or member or to the benefit of any individual.

The Association may be dissolved by the two-thirds vote of the membership at a special meeting called for purposes of dissolution.

Section 2. On the dissolution of the Association, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for scientific, literary or education purposes and that has established tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.