

APHA-Affiliate Memorandum of Understanding (MOU)

Frequently Asked Questions

What is the purpose of the MOU?

The purpose of the MOU is to improve communication and clarify business practices between APHA and each state/regional Affiliate, as well as to enhance infrastructure in each affiliate. Since becoming APHA Executive Director, Dr. Georges Benjamin has strived to strengthen the role of the Affiliates in APHA and the relationship between the Association and Affiliates.

Whose idea was it to create the MOU?

In 2004, the Committee on Affiliates (CoA) formed several work groups, one of which—the Governance Workgroup—was designed to more clearly define the relationship between APHA and Affiliates. The impetus to create the MOU was born in the Governance Workgroup.

How was the MOU developed?

The MOU was initially drafted in 2004 by an Affiliate past-president, incorporating elements of the APHA Bylaws that address the relationship between APHA and Affiliates. These elements, which deal mostly with financial issues, had been in place for quite a few years. In 2005 and 2006, the Governance Workgroup reworked the draft MOU, adding elements from the “Affiliation Agreements” chapter in a book created by the American Society of Association Executives (ASAE) entitled *Component Relations Handbook: Tools and Tips for the Component Relations Professional*. After more discussion and revision by the CoA, the draft underwent legal review. Final input was received from Affiliate leaders at the APHA Annual Meeting in November 2006.

What are the major parts of the MOU?

The major parts of the MOU include: Purpose of the MOU, Core Values of the relationship, Responsibilities of both APHA and Affiliate, Benefits to the Affiliate, Benefits to APHA, Affiliate Standards, Miscellaneous Provisions, and Term of Agreement.

What additional requirements does the MOU make of my Affiliate that were not in place previously?

The major additional requirements include legal not-for-profit incorporation status of the Affiliate, an annual affirmation of good standing, an annual report on the financial status of the Affiliate, and general liability insurance. In addition, the Affiliate president will now be required to be a member of APHA.

Why does the president of my Affiliate need to be an APHA member?

Some Affiliates actually recommended that all Affiliate officers be required to be APHA members. At the same time, there are a number of Affiliate presidents who are not APHA members. The “Affiliation Agreements” chapter of *Component Relations Handbook: Tools and Tips for the Component Relations Professional* recommends that at least the Affiliate organization president be a member of the parent organization. The CoA believes this is a reasonable requirement.

What is meant by an “affirmation of good standing?”

Since there is a business relationship between APHA and each Affiliate, it is important that they both be viable organizations. Originally it was envisioned that a statement of good standing be obtained from the state official that oversees corporations or charities. After discussion with the CoA, the requirement was simplified. To fulfill this requirement, a simple statement signed by the Affiliate president guaranteeing that the organization is in good standing with appropriate authorities will suffice.

What is the difference between 501(c)(3) and 501(c)(6) incorporation status?

A 501(c)(3) organization is one that is organized exclusively for religious, charitable, scientific, or educational purposes. Such organizations may advocate or provide educational material consistent with their purposes as long as it does not participate in, or intervene in any political campaign.

A 501(c)(6) is a "business league" of individuals similar to a trade association of organizations. There could be a 501(c)(6) of public health workers, but it would by necessity, have to be limited to issues related exclusively with the welfare of public health workers and not public health issues broadly or generally.

Why does APHA need annual reporting about the Affiliate’s financial status?

An annual financial report is requested to provide an overall snapshot of an Affiliate’s financial status, growth, or pending financial problems so that APHA and the Affiliate may mutually work to maintain its viability. As part of the annual report, a roster of Affiliate members is submitted and may be used for public health educational campaigns, to engage Affiliate members in federal advocacy, and marketing of membership and the APHA annual meeting.

What is the difference between general liability insurance and board & directors liability insurance?

General liability insurance covers the organization for accidents that might occur to visitors or members. Directors and officers insurance protects the organization against acts or failures to act by directors and officers which might harm the organization. The MOU would only require an Affiliate to maintain general liability insurance.

Can I purchase general liability insurance through APHA?

APHA is currently investigating the possibility of making general liability insurance available for purchase at group rates and will have estimates of the cost in the next few weeks. Based on preliminary discussion, we expect the average cost to be around \$500 annually.

How much will these additional requirements cost my Affiliate?

The exact amount includes a number of variables. The most costly requirement will likely be incorporation. Depending on state requirements and the need for legal work, it could cost up to several thousand dollars. There may be an associated cost with a change in accounting practices. The cost of general liability insurance has been previously mentioned. An Affiliate may also want to bear the cost of their president’s membership as a benefit.

Has the MOU been reviewed by an attorney?

After numerous discussions with representatives from the CoA, the MOU was sent to an attorney retained by APHA to both review and respond to questions and issues raised by the CoA. Several changes were incorporated as a result. These changes dealt mostly with specifics concerning standards of incorporation and the operation of affiliated organizations.

What if my Affiliate wants to have it reviewed by another attorney?

It is acceptable to have legal review of the MOU. However, it is important to note that the MOU was developed by public health leaders in Affiliates like yours, is from the perspective of the Affiliates, and advocates for Affiliate strength in the relationship with APHA. It is suggested that you discuss the MOU with the governing board of your affiliate, participate in conference calls about the MOU, and ask questions of other Affiliate leaders before seeking additional legal clarification. The CoA wants to make this process as simple and straightforward as possible, and is comfortable with the legal review that has taken place in the development of the MOU.

Can I make changes to the MOU before signing?

APHA and CoA have worked hard to incorporate the essential elements of an affiliation agreement while not allowing the requirements to be overly burdensome. Because of the need for consistency nationwide, and the short time frame for approval, it will not be possible to make changes in the MOU.

Does my Affiliate have to sign the MOU?

No. If your governing board chooses not to sign the MOU, the relationship between your affiliate and APHA will continue to be governed by APHA By-Laws. However, your affiliate will not be able to participate in certain grant and other opportunities offered or sponsored by APHA.

Is a signed MOU required for participation in the Kellogg Affiliate Infrastructure Grant RFP?

Yes. Although all Affiliates will be eligible for the technical assistance that the Kellogg Affiliate infrastructure grant will provide, if your Affiliate wants to receive direct funds to support a project in response to the RFP, it must sign an MOU with APHA.

Is there a deadline for signing the MOU?

The deadline for applying for the Kellogg Foundation grants will be around the end of August. The MOU will need to be signed in order to be considered for Kellogg funding. The exact date will be announced as soon as it has been determined.

What if I don't meet the deadline?

APHA will work with you to answer questions and guide you through the process so approval can be expedited. However, without a signed MOU, your Affiliate will not be eligible to receive direct funds from the W.K. Kellogg Foundation Affiliate Infrastructure Grant.