

The background of the slide is a solid orange color. It is framed by a black border that features several white spider webs in the corners. Small black spiders are positioned at various points on these webs. The text is centered on the orange background.

Item 7.0

Bylaws Discussion/Votes

APHA Governing Council, Session II

October 29, 2024

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Chair, Committee on Bylaws (CoB)

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Background: Halloween Spider Webs

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Article VIII. Standing Committees

The CoB moves to accept edits/formatting for enhanced clarity while adding size & terms of office for committees.

- A. Standing Committees are those Committees which are necessary for the continuing effective operation of APHA, and which are charged with responsibilities for internal organizational, structural, and administrative affairs of APHA.
- B. With the exceptions of the specific provisions concerning the Joint Policy Committee and the Committee on Membership in this Article, **the Committees shall consist of 7 voting members appointed by the Executive Board with one member designated annually as** ~~shall appoint the chair. annually and shall appoint the voting members of Standing Committees.~~

- C. Unless otherwise specified, ~~other~~ members shall serve a three-year term but consecutive terms shall be limited to two except under unusual circumstances. **Voting committee members' terms of office begin at the close of the annual meeting in the year they are appointed and terminate at the close of the annual meeting at which their respective terms expire.** Appointments shall be scheduled so that approximately equal numbers terminate each year. The Executive Director shall be an ex officio member without vote of each Standing Committee. Members shall be appointed only after soliciting and considering suggestions from APHA units, Affiliates, and Caucuses.

D. Members of Standing Committees shall serve as individuals and not as representatives of any APHA units, Affiliates, or Caucuses. Unless otherwise provided in these bylaws, all other APHA Committees shall be authorized and appointed as provided in Articles V or VI. The Executive Board, with the approval of the Governing Council, shall establish and shall prescribe ~~the responsibilities and size of the~~ Standing Committees' **responsibilities** ~~of APHA.~~

2 Article VIII. Standing Committees, New Section 1.

The CoB moves to amend the Bylaws by adding Awards Committee, a committee that currently functions as a standing committee.

Section 1. The Committee on Awards provides a) direction to maintain and grow a recognition program that empowers and celebrates work of individuals and organizations, b) encouragement for award nominations, c) assurance that a historical record of award recipients is maintained and available to membership, and d) evaluation of the awards process. The Committee shall select the recipients of those awards for which there is no separate ad hoc selection process identified; an example being the Sedgwick Memorial Medal for Distinguished Service in Public Health.

3 Article VIII. Standing Committee. Sections 2 and 4.

The CoB moves to delete Section 2 and Section 4 at the request of the Executive Board and replace with a merged committee that will recognize intersectionality & complexity of identities & importance of addressing multiple forms of discrimination & inequity.

~~Section 2. Committee on Health Equity. This Committee is charged with assuring that APHA meets its diversity, inclusion, & social justice goals by monitoring the diversity of its Sections, Committees, Councils, & Boards; encouraging APHA to maximize inclusion in decision making at all levels; & recognizing & promoting best practices by APHA units, Affiliates, and Caucuses.~~

~~Section 4. Committee on Women's Rights. This Committee identifies the concerns of the entire APHA membership & interfaces with all APHA units, Affiliates, & Caucuses relating to the problems associated with the changing roles of women in society, especially as these roles intersect with health policy, healthcare services, public health leadership, & career opportunities.~~

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Article VIII. Standing Committee, New Section 3.

Section 3. Committee on Diversity, Equity, Inclusion and Belonging

The Committee on Diversity, Equity, Inclusion and Belonging participates in identifying and addressing concerns of underrepresented and marginalized populations and groups within APHA by promoting learning opportunities and addressing questions from APHA boards, committees, and components related to diversity, equity, inclusion and belonging.

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Article V. Governing Council, Section 7, Nominations Committee, Nominations and Elections.

The CoB moves to amend the Bylaws to a) add a definition of the Committee, b) add term of office for elected member, and c) add means to replace an elected member of the Committee when unable to serve out term.

A. The Nominations Committee is responsible for the recruitment and selection of candidates for Association-wide office, including Executive Board, Speaker of the Governing Council, Treasurer, and President-Elect as well as Honorary Vice Presidents for the United States, Latin American, and the Caribbean and Canada.

B. ~~There shall be a~~ **The** Nominations Committee of the Governing Council **is** composed of the President and the Executive Director as non-voting members and ~~the nine~~ voting members of the Governing Council. ~~who shall be chosen as provided in Paragraph F of this Section. The Committee shall serve from the time of its election until it shall have read its report at the first regularly scheduled session of the Governing Council at the next annual meeting~~

C. Voting committee members' terms of office begin at the close of the annual meeting in the year they are appointed and terminate at the close of the annual meeting at which their respective terms expire.

D. If a vacancy of a Nominations Committee voting member occurs, the Executive Board shall appoint a new Governing Council member who will preferably have had prior experience serving on the Nominations Committee to serve until the Governing Council annual meeting. At that time, the vacancy will be filled by election.



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Article V. Governing Council, Section Nominations Committee, Nominations and Elections, cont.

The CoB moves to edit the remaining portions of Article V. Section 7. to enhance readability and to delete processes best addressed in other documents.

- E. Not less than ninety days prior to the annual meeting, the Nominations Committee shall submit to the membership of the Governing Council, ~~either by mail or by electronic or other media format transmission, the name or names of one or more~~ nominees for each of the offices of President-elect, three **Honorary** Vice-Presidents, and for each of the vacancies among the Elective Members of the Executive Board, including those due to terms expiring at the close of that annual meeting. **It is a general internal policy of APHA that there should be at least two nominees for each elected office other than the Honorary Vice-Presidents.**

E. Cont. If a vacancy exists, the Committee shall similarly submit the name or names of one or more nominees for the office of Treasurer and, from among the present or past members of the Governing Council, for the office of Speaker of the Council. If more than three vacancies exist among the Elective Members of the Executive Board, the Committee shall specify the terms of the nominees. Nominees shall be selected from among the APHA membership, **other than** ~~except that the nominees for the positions of Honorary Vice-Presidents who may or may not necessarily be APHA members. may include persons who are not members of APHA.~~ If an **announced** nominee becomes unavailable for election after ~~the submission of the list by mail, or by electronic or other media format transmission,~~ the Committee is authorized to **present** ~~make a~~ substitute proposals in its verbal report to the first meeting of ~~to~~ the Governing Council. ~~It is a general internal policy of APHA that there should be at least two nominees for each elected office other than the Honorary Vice-Presidents.~~

F. The election of officers and Elective Members of the Executive Board shall be held during the annual meeting. Elections are generally conducted by electronic balloting. If a vote by individual written ballot is required, the President shall appoint three Tellers who shall ascertain and report the results of the ballots cast. Election shall be by majority vote, except if there are three or more nominees for any position, the person receiving the largest number of votes shall be elected. If a slate of nominees is presented to fill more than one identical position (e.g., Executive Board, Nominations Committee), those receiving the largest numbers of votes shall be elected. If there is a tie between two or more candidates which makes it impossible to determine either the election or the order or precedence between them, a second or successive ballots shall be taken to break the tie between the tied candidates.

G. At the annual meeting, the Governing Council shall elect three of its members to serve on the Nominations Committee for a term of three years **from among candidates nominated in advance of the annual meeting**. Any Section or Affiliate is eligible to have not more than one representative on the Nominations Committee. A member shall not be eligible to be an elected member of the Committee who is an officer of APHA,; a member of the Executive Board. **or** a Chair of a Standing Committee, **Board**, the Science Board, the Education Board, or the Action Board; the Council of Affiliates,; or the Intersectional Council. ~~The election shall be by ballot from among the candidates nominated in advance of the annual meeting or from the floor. The three candidates satisfying the requirements of this Paragraph F and receiving the highest number of votes shall be elected. Ties shall be resolved as provided in Paragraph E of this Article.~~

G. Continued

After the election, the President shall appoint one of the nine elected members as Chair. ~~In the event there is no person elected or continuing to serve an unexpired term on the Nominations Committee~~ **If there is no one on the Committee**-who represents a racial or ethnic minority group, ~~then~~ the Executive Board shall appoint one such person to be an additional member of the Committee for a term of one year.

H. If a vacancy occurs in the office of the President-elect more than ninety days prior to the opening date of the annual meeting, the Nominations Committee shall prepare a list of one or more names, which will be mailed or transmitted electronically or by other media format to the members of the Governing Council. On petition signed by twenty members of the Governing Council, additions may be made to this list. Thirty days subsequent to the transmission of the list, the list of nominees, including any additions by petition, will be submitted to the Governing Council for a ballot. If the vacancy occurs less than ninety days before the annual meeting, the Nominations Committee will be instructed to present to the first meeting of the Governing Council a candidate or candidates for the office of President, making prior notification by mail, or by electronic or other media format transmission to the Governing Council unless the Executive Board decides such notification may be waived.

~~Current D. It is a general internal policy of APHA that there should be at least two nominees for each Section office, representatives to the Governing Council, and members of the Executive Board. There may be two or more nominees for each national APHA office, except for the offices of President and immediate Past President, which shall be assumed by the President elect and President. Voting shall be by ballot, using hardcopy or electronic format, provided to the appropriate membership.~~



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Article VI. Executive Board. Section 7. Functions.

The CoB moves to add an additional responsibility to Executive Board functions, that of filling vacancy of an elected Nominations Committee member.

W. Appoint a Governing Councilor, ideally with prior experience on the Nominations Committee, to fill a Nominations Committee vacancy.



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Corrections

The CoB moves that the Committee on Bylaws be authorized to make such editorial, numerical, grammatical and conforming changes to reflect the intent of these amendments.



Consent Agenda

The Committee on Bylaws moves:

- 1 **Article VIII. Standing Committees-** to accept edits/formatting for enhanced clarity while adding size & terms of office for committees.
- 2 **Article VIII. Standing Committees, New Section 1-** to amend the Bylaws by adding Awards Committee, a committee that currently functions as a standing committee.
- 3 **Article VIII. Standing Committee. Sections 2 and 4-** to delete Section 2 and Section 4 at the request of the Executive Board and replace with a merged committee that will recognize intersectionality & complexity of identities & importance of addressing multiple forms of discrimination & inequity.
- 4 **Article V. Governing Council, Section 7, Nominations Committee, Nominations and Elections-** to amend the Bylaws to a) add a definition of the Committee, b) add term of office for elected member, and c) add means to replace an elected member of the Committee when unable to serve out term.
- 5 **Article V. Governing Council, Section Nominations Committee, Nominations and Elections, cont.-** to edit the remaining portions of Article V. Section 7. to enhance readability and to delete processes best addressed in other documents.
- 6 **Article VI. Executive Board. Section 7. Functions-** to add an additional responsibility to Executive Board functions, that of filling vacancy of an elected Nominations Committee member.
- 7 **Corrections-** that the Committee on Bylaws be authorized to make such editorial, numerical, grammatical and conforming changes to reflect the intent of these amendments.

Process for Proposed Amendments to Bylaws

- Any member or unit of APHA or staff
- Include
 - General idea or concept
 - Rationale for proposed change
 - Unit representing (if applicable)
 - Preliminary list of affected member units
- Potential Responses
 - No change required at this time
 - Change required and all affected units engaged
 - Language drafted
 - CoB vote
 - Proposed amendment(s) brought to GC for Action

THANK YOU!

Committee:

- Resa Jones
- Katie Sutkowi
- Ed Murphy
- Rachael Reed
- Bobby Hutchison
- Aaron Guest, Ex Officio
- Greg Ullrich, Ex Officio
- Courtney Taylor, Governance Liaison
- James Carbo, Chief of Staff
- Pam Aaltonen, Chair



Background: Bats and Ghosts