

Discussion during the 2023 Annual Meeting in Atlanta set the Committee on Bylaws on a path to initiate a periodic review of APHA's bylaws. A number of the revisions being presented in June are a product of this review. Questions the Committee asked itself during the review included:

- ☐ Are our bylaws congruent with our current practices?
- ☐ Is there redundancy that can be eliminated?
- ☐ Are bylaws unnecessarily specific?
- ☐ Are there aspects that should be added or deleted?

Requests coming to the Committee on Bylaws and addressed in proposed bylaw changes:

- From the Executive Board to delete *The Nation's Health Advisory Committee* as no longer serving a purpose for the Association. Has not been functional for a number of years.
- From APHA's lawyer to include a statement regarding indemnification.

Proposed Bylaws changes brought to June 10th Governing Council

1. Article III. Membership, Section 1. Individual Membership.

Rational: Current membership software allows changes throughout the year.

B. A member may declare affiliation with up to three Sections/Special Interest Groups (SPIGs). ~~or unaffiliated status according to interests and may transfer affiliations but not more than once annually.~~

Rational: no such membership categories/no members

E. Prior Memberships. Life Members, ~~Fellows, and Sustaining Members under prior provisions of these Bylaws~~ shall retain all prior privileges.

2. Article III. Membership, Section 3. Discontinuation of Membership.

Rational: unnecessary language detail that describes process best addressed in another document.

A. Nonpayment of dues shall be a cause for discontinuance of membership. ~~of any constituent after a grace period to be determined by the Executive Board, provided that constituents in arrears have been notified prior to the expiration of the grace period by the Executive Director by mail or by electronic or other media transmission. Constituents whose membership has been discontinued for nonpayment of dues may be reinstated, provided such person or organization complies with the eligibility requirements then effective.~~

3. Article III. Membership. Section 3. Discontinuation of Membership. & New Section 5. Code of Conduct.

Rational: APHA now has a Code of Conduct that specifies behaviors and assigns responsibility for adjudication to the Executive Board.

Section 3. Discontinuation of Membership. B.

~~If, in the opinion of the Executive Board, any APHA member acts in a manner as to reflect discredit upon APHA, membership or affiliation with APHA shall be terminated.~~ **has the authority to terminate membership for misconduct.**

(New) Section 5. Code of Conduct.

Members shall adhere to APHA's Code of Conduct when conducting APHA business or attending APHA sponsored events whether in person, online, or written or verbal communication.

Article VI. Executive Board. Section 7. Functions. Q.

Rational: identifies group responsible for dealing with Code of Conduct violations.

New **V. To approve and judicate APHA's Code of Conduct.**

4. Article V. Governing Council. Section 1. Composition.

Rational: introduce commonly used label, ARGC

A. ii. One **Affiliate** Representative to **the Governing Council (ARGC)** be designated by each Affiliated Association, such representative to be a member of APHA.

Rational: no longer a Governing Council practice

A. iii. President, President-elect, immediate Past President, Treasurer, Speaker of the Council, Elective Members of the Executive Board, and chairs of the Intersectional Council, Council of Affiliates, and Student Assembly. ~~The Speaker of the Council may vote in Governing Council elections, but not to break a tie after the results have been tallied.~~

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

C.

Rational: Delete - does not reflect current practice

~~Upon the petition of any twenty voting members of the Governing Council submitted to the APHA office no less than 40 days prior to the annual meeting, the Nominations Committee shall add to the list of candidates selected by it the name of any eligible candidate for the office specified in the petition, providing the petition is found to be valid by the Committee. The Committee's report, including all the nominees for each of the offices, shall be presented immediately following the approval of the minutes at the first session of the Governing Council held at the annual meeting.~~

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

I.

Rational: Clarification that proxies must be members of APHA

iv. Affiliated Association: The Affiliate President may select a proxy **who is a member of APHA** for its representative or for a vacant seat that represents the Affiliate, in accordance with its own procedures.

v. Student Assembly: The Chair of the Student Assembly may select a proxy **who is a member of APHA** for its representative or for a vacant seat that represents it.

7. Article VI. Executive Board. Section 3. Officers.

Rational: designation of Executive Director as Secretary to EB inadvertently omitted; reflects current practice.

The Executive Board shall elect from its own membership a Chair who shall serve in that capacity for such term as the Executive Board shall determine. It shall also designate such other officers of the Board as it may require for the conduct of its business. **The Executive Director shall serve as Secretary.**

8. Article VI. Executive Board. Section 7. Functions. Q.

Rational: inadvertently not added to Bylaws when SPIG policy passed in 2015.

To approve rules and regulations relating to **the establishment of SPIGs and** the governance of the Sections or delegate this responsibility to the Intersectional Council Steering Committee.

9. Article VIII. Standing Committees. Section 6.

Rational: The Executive Board recommends the dissolution of committee as it has been inactive for a number of years and no longer provides a useful service.

~~The Nation's Health Advisory Committee.~~

~~A. This Committee serves in an advisory capacity to the editorial staff of The Nation's Health to help ensure the newspaper meets the needs of APHA and its readership.~~

~~B. The representative from the Student Assembly shall serve a one-year term. Other members shall serve two-year terms but consecutive appointments shall be limited to three except under unusual circumstances.~~

Article IX. Constituent and Affiliated Groups. Section 5. Student Assembly. I.

Rational: Second reference to The Nation's Health Committee needs to be struck.

The SA shall have a voting representative on the Science Board, Action Board, Education Board, Council of Affiliates, **and** American Journal of Public Health Editorial Board.,~~and The Nation's Health Advisory Committee.~~

10. Article X. Dues and Finances. Section 1. Dues A.

Rational: unnecessary detail; does not reflect current practice.

Honorary members shall be exempt from the payment of annual dues. ~~The exemption from payment of annual dues shall also continue for those already exempt under prior provisions of these bylaws. These are members who have been affiliated with APHA for thirty years and have retired from active duty by 2007, and members who have been affiliated with APHA for forty years regardless of retirement by 2007. The dues of all other constituents are payable annually in advance.~~

11. Article XV. Incorporation, Indemnification, and Dissolution.

Rational: recommendation from lawyer to include in Bylaws. Governing Councilors do not serve as agents of the Association nor have fiduciary responsibilities or deal with contracts on behalf of the Association.

Section 2. Indemnification.

APHA shall indemnify, in the fullest extent provided by the laws of the Commonwealth of Massachusetts, an individual who serves, or has served, as a director, officer, employee or agent of APHA, or who serves or has served at APHA's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by that individual in that capacity or arising from that individual's status as a director, officer, employee or agent.

12. Elimination of Dates/Timetable

Rational: Remove dates that are unnecessarily restrictive or no longer useful for conduction of business. (5 instances in Bylaws)

Article V. Governing Council. Section 7.

- 1) D. The election of officers and Elective Members of the Executive Board shall be held ~~at the last session of the Governing Council scheduled to be held~~ during the annual meeting.
- 2) F. At the ~~second session of the~~ annual meeting of the Council, the Governing Council shall elect three of its members to serve on the Nominations Committee ...
- 3) F. ~~Immediately a~~After the election [Nominating Committee], the President shall appoint one of the nine elected members as Chair.
- 4) Article IX. Constituent and Affiliated Groups, Section 1. Sections. A.
To be eligible to run for a Section office, the individual's membership must be current ~~as of February 1.~~
- 5) Article IX. Constituent and Affiliated Groups, Section 5. Student Assembly. A.
To be eligible to run for a SA office, the individual's membership must be current as of ~~February 1.~~

Each year, the Governing Council gives the Committee on Bylaws permission to make editorial changes. Below are the changes made during the review of the Bylaws:

- Rational: uses term assigned to this representative
Article V. Governing Council. Section I. Composition. A ii.
One Affiliate representative to the Governing Council (ARCG) be designated by each Affiliated Association, such representative to be a member of APHA.
- Rational: shorten sentence
Article V. Governing Council. Section 6. Functions. B.

To amend by two-thirds vote APHA's bylaws of the APHA and to adopt rules for the conduct of its own business.

- Rational: restating sentences to eliminate the **and/or** which is not recommended for formal, legal documents (5 instances in Bylaws)

1) Article V. Governing Council. Section 2. Terms of Office

The terms of the representatives of Affiliated Associations shall begin and terminate in accordance with the constitution ~~and/or~~ bylaws of their organizations.

2) Article V. Governing Council. Section F. Committees, Nominations and Elections.

The election shall be by ballot from among the candidates nominated ~~from the floor and/or~~ 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.

3) Article VIII. Standing Committees

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/or~~ administrative affairs of APHA.

4) Article IX. Constituent and Affiliated Groups. Section 3. Affiliated Associations

An association applying for affiliation shall submit a copy of its constitution ~~and/or~~ bylaws, its last annual accounting of income and expense, a roster of its members, and such other evidences of its qualifications as may be required.

5) Article X. Dues and Finances. Section 2. Finances. C.

Individuals having access to either APHA's assets ~~and/or~~ accounting records shall be covered by a fidelity bond to be purchased by APHA.

- Rational: clarity, grammar

Article IX. Constituent and Affiliated Groups. Section 1. Sections.

Composition. A Section shall consist of those APHA members ~~that~~ **who** affiliate with the Section.

Article IX. Constituent and Affiliated Groups. Section 3. Affiliated Groups. A.

A state or territorial public health association or similar association, including more or less than a state, organized for the same general objects as the APHA, may be elected by a three-fourths vote of the Governing Council as an Affiliated Association. Not more than one such association shall be admitted from the same **geographical** area.

Sincerely submitted on behalf of the Committee on Bylaws,

Pamela M. Aaltonen, Chair