



BYLAWS

of the

American Public Health Association

(As Amended by the Governing Council November 14, 2023)

Annotated Bylaws for June 10, 2024 Governing Council Meeting

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BYLAWS
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ARTICLE I. Name.

The name of this association, incorporated under the laws of Massachusetts, is the American Public Health Association, hereinafter referred to as APHA.

ARTICLE II. Object.

The object of APHA is to protect and promote the health of the public, using a public health framework and guided by the core principles and activities of public health. APHA shall exercise leadership with public health workers, health professionals, policy makers, and the general public in health policy development and action, with particular focus on the factors that impact health including social determinants of health, social and environmental justice, and health equity. APHA shall promote and support evidence-based policies and practices at all levels, including national health policy, public health practice, and health services delivery.

ARTICLE III. Membership.

There shall be two classes of individual constituents to be designated as Individual Members and Honorary Members; and two classes of APHA constituents to be designated as Affiliated Associations and Agency Member Affiliated Associations as described in Article IX, Section 3; Article III, Section 2.

Section 1. Individual Membership.

The right to hold office, to vote, or to serve APHA in any capacity shall be open to all individual members in good standing.

- A. Individuals interested in public health shall be eligible for membership according to procedures prescribed by the Executive Board.
- B. A member may declare affiliation with up to three Sections/Special Interest Groups (SPIGs).
- C. Any individual member shall be eligible to hold office and committee

Deleted: or unaffiliated status according to interests and may transfer affiliations but not more than once annually

Modification of practice: membership software allows changes throughout year.

appointments in APHA and to vote on all matters in any and all Sections/SPIGs of which the individual may be a member. No APHA member may hold the office of Chair, Chair-elect, Immediate Past Chair, Secretary, Treasurer, Section Student Liaison, Governing Councilor, or Section Councilor simultaneously within the same or across different Sections/SPIGs.

- D. Honorary Membership. Distinguished service in public health may be recognized by Honorary Membership in APHA. Election shall be by a three-fourths vote of the Governing Council, upon recommendation of the Executive Board. Honorary

Membership shall not confer voting rights in APHA except that Honorary Members who are also members shall retain all the privileges of APHA membership.

- E. Prior Memberships. Life Members, under prior provisions of these Bylaws shall retain all prior privileges.

No such membership categories

Section 2. Agency Membership.

- A. Agency Membership shall be open to organizations engaged in work related to health according to the policy and procedures established by the Executive Board.
- B. An agency applying for membership shall submit such information on its organization, program, and other evidence of its qualifications as may be required by the Executive Board.
- C. Election to Agency Membership shall be by a three-fourths vote of the Executive Board.

Section 3. Discontinuance of Membership.

- A. Nonpayment of dues shall be a cause for discontinuance of membership.
- B. The Executive Board has the authority to terminate membership for misconduct.

Section 4. Honorary Vice Presidents.

APHA has three Honorary Vice President positions which are elected annually by the Governing Council. An important role for an Honorary Vice President is to collaborate with the APHA leadership in promoting public health in the represented regions. The

APHA’s Code of Conduct spells out standards members are expected to follow when conducting APHA business or attending APHA events. An Executive Board policy articulates that the Executive Board will take corrective or disciplinary action when the Code is violated.

Reference to Code made in this Article in new Section 5.

positions are titled as follows:

- APHA Honorary Vice President for the United States
- APHA Honorary Vice President for Canada
- APHA Honorary Vice President for Latin America and the Caribbean.

Section 5. Code of Conduct.

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Deleted: Fellows, and Sustaining Members

Deleted: 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.

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Deleted: , any APHA member acts in a manner as to reflect discredit upon APHA, membership or affiliation with APHA shall be terminated.

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

Follow-up to having accepted a Code of Conduct. Appears here as well as in Article VI. Section- 7, new item V which assigns the Executive Board responsibility for dealing with conduct violations.

ARTICLE IV. Officers.

Section 1. Composition.

APHA officers shall be a President, a President-elect, the immediate Past President, an Executive Director, a Treasurer, the Chair of the Executive Board, and the Speaker of the Governing Council. The officers, with the exception of the President, the immediate Past President, the Chair of the Executive Board, and the Executive Director shall be elected by the Governing Council.

Section 2. Terms of Office.

The President-elect, President, and Immediate Past President shall each serve a one-year term with the President-elect succeeding to President and the President succeeding to Immediate Past President at the end of the term. However, in case of the inability of the President to complete the officer’s term for any reason, the President-elect shall at once succeed to the duties of President, filling the unexpired term of the predecessor and the officer’s own term consecutively. The Speaker of the Governing Council and the Treasurer shall serve three-year terms. The officers shall serve from the close of the annual meeting at which they were elected or succeeded to office to the close of the annual meeting in the year their terms end. However, an officer shall serve until a successor is elected.

The Chair of the Executive Board shall be elected and the Executive Director shall be appointed by the Executive Board, which shall define the duties, authority, and terms of office of these officers.

ARTICLE V. Governing Council.

Section 1. Composition.

There shall be a Governing Council which shall consist of voting and nonvoting members as follows:

- A. The voting members shall be:
 - i. Two elected representatives of each Section; such additional number of elected representatives of each Section based on the ratio of members in each Section to the total membership of all Sections and endorsed annually by the Executive Board.

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

Introduce commonly used label, ARCG

- 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.
- iv. Three elected representatives and the Immediate Past Chair of the Student Assembly.

Deleted: The Speaker of the Council may vote in Governing Council elections, but not to break a tie after the results have been tallied.

Delete. Not a Governing Council practice

- v. One elected representative of each Special Interest Group.
- B. A Councilor may not hold more than one voting membership on the Council. Voting Councilors who concurrently hold positions that also give them ex officio nonvoting Council membership shall retain their voting privileges.
- C. The ex officio members without vote:
- i. The Chair of the Science Board.
 - ii. The Chair of the Action Board.
 - iii. The Chair of the Education Board.
 - iv. The Chair of each APHA Standing Committee.
 - v. The Executive Director.
 - vi. Chairs of the Sections.
 - vii. Past-Presidents of APHA, except the Immediate Past President who is a voting member of the Executive Board and thus is a voting member of the Governing Council.
 - viii. Chairs of each eligible Caucus as determined by the Executive Board, or alternative representatives as defined under Article IX, Section 9.

Section 2. Terms of Office.

Councilors elected by Sections, Student Assembly, and Special Interest Groups shall be elected to two-year terms and shall not be eligible to serve in that capacity for at least two years after expiration of three consecutive terms. Terms of such Councilors shall begin at the close of the annual meeting in the year they are elected and shall terminate at the close of the annual meeting at which their respective terms expire. Governing Council elections shall be held annually on the basis of an apportionment determined from APHA Section membership on September 1 of the preceding year.

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

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Editorial Change: Restating sentence to eliminate the and/or which is not recommended for formal, legal documents. Same process applied to:

- Article V. Governing Council, Section F. Committees, Nominations, and Elections
- Article VIII. Standing Committees
- Article IX. Constituent and Affiliated Groups, Section 3.B. Affiliated Associations
- Article X. Dues and Finances, Section 2.C. Finances

Section 3. Officers.

APHA officers shall be the officers of the Council. The Executive Director shall act as Secretary of the Council. The Speaker of the Council shall preside at Council meetings and perform other duties as custom and parliamentary usage require. The Speaker may consult the Parliamentarian on matters of procedure. The Parliamentarian shall be appointed by the Executive Board and shall hold no other elected or appointed position in APHA. In the absence of the Speaker, the President, President-elect, Immediate Past President, or Chair of the Executive Board shall preside in this order.

Section 4. Quorum.

A quorum of the Council shall consist of 50 percent of the voting Councilors.

Section 5. Meetings.

The Council shall assemble at the time and place of the annual meeting and hold one midyear meeting. Other meetings of the Council shall be called by the Executive Director at the request of the President, or at the request in writing of any thirty voting Councilors. In the latter case, the call to the meeting shall be issued at least twenty days in advance of the meeting and shall state the purpose for which it is called.

Section 6. Functions.

The functions of the Governing Council shall be:

- A. To adopt policy statements to articulate APHA’s position on public health issues to impact legislation and regulation. Only those approved by the Governing Council shall be published as policy statements of APHA.
- B. To amend by two-thirds vote ~~APHA’s~~ bylaws and to adopt rules for the conduct of its own business.

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Edit

- C. To approve by two-thirds vote a schedule of dues for APHA membership, multiple section membership, and Affiliated Associations based on recommendations of the Executive Board.

- D. To elect the Executive Board, the officers of APHA except as provided in Article IV Officers, Section 1.
- E. To recognize Affiliated Associations by a three-fourths vote.
- F. To approve the establishment, combination, or discontinuation of Sections and SPIGs of APHA. To approve internal policy governing these functions. To approve internal policy governing the removal of Section and SPIG leadership.
- G. To approve the establishment or dissolution of Boards and Standing Committees of APHA.
- H. To establish special APHA committees and task forces with specific functions to be accomplished within a specified time frame and to designate the appointment process.
- I. To receive reports and act upon recommendations from any APHA constituent, the Science Board, the Action Board, the Education Board, the Publications Board, the Council of Affiliates, the Intersectional Council, the Student Assembly, the Standing Committees, and the Executive Board.
- J. To receive at the annual meeting a report from the Chair of the Executive Board in which the work, the accomplishments, and the financial status of APHA during the year preceding the annual meeting shall be reviewed and a statement made of the major activities contemplated for the ensuing year.
- K. To make available to the general membership the approved minutes of each of its meetings.
- L. To elect the Nominations Committee.
- M. To elect Honorary members by three-fourths vote based on recommendations of the Executive Board.

Section 7. Nominations Committee, Nominations and Elections.

- A. There shall be a Nominations Committee of the Governing Council composed of the President and the Executive Director as non-voting members and 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.
- B. 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 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. 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 membership of APHA, except that the nominees for the positions of Honorary Vice-President may include persons who are not members of APHA.

If a 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 make substitute proposals in its verbal report to the first meeting of the Governing Council.

- C. The election of officers and Elective Members of the Executive Board shall be held during the annual meeting.
- D. 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

Dates/timetables eliminated that are unnecessarily restrictive eliminated here as well as in

- Article V. Governing Council
 - Section 7.F Nominations Committee, Nominations and Elections [2 places]
- Article IX. Constituent and Affiliated Groups
 - Section 1.A Section
 - Section 5.A Student Assembly

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.

- E. 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. Any Section or Affiliate is eligible to have one representative on the Nominations Committee. A

And/or statements reworked; not recommended for formal, legal documents
Immediately removed as unnecessarily restrictive

Deleted: 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.

Deleted: at the last session of the Governing Council scheduled to be held

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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; a Chair of a Standing Committee, 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. 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 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.

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- F. 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.
- G. 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.
- H. Provision shall be made for voting by proxy by the Executive Board, Sections, Affiliated Associations, Special Interest Groups, and the Student Assembly. A proxy shall have the right to speak and to vote after being selected and credentialed for a seat in Governing Council. A current Governing Councilor who has a right to vote may only hold one seat in Governing Council, and thus may not simultaneously serve as a proxy. Provisions for proxy selection are as follows.
 - i. Executive Board: An Executive Board member may select any member of APHA as a proxy in Governing Council provided that the member is not already a voting member of the Council.
 - ii. Section: The Section Chair may select a proxy from the Section that the elected Councilor or vacant seat represents. If the Chair is unavailable, the authority to select a proxy shall shift to the elected Councilor who will be

absent, Section Chair-elect, or the Section Immediate Past Chair in that order. Section members who are not voting members of the Governing Council shall be eligible to hold the proxy.

- iii. Special Interest Group: The leader of the SPIG may select a proxy from the SPIG that the elected Councilor or vacant seat represents. If the leader is unavailable, the authority to select a proxy shall shift to the elected Councilor who will be absent. SPIG members who are not voting members of the Governing Council shall be eligible to hold the proxy.
- iv. Affiliated Association: The Affiliate President may select a proxy [who is an APHA member](#) for its representative or for a vacant seat that represents the Affiliate, in accordance with its own procedures. If the President is unavailable, the authority to select a proxy shall shift to the Affiliate Representative to the Governing Council, Affiliate President-elect, or the Affiliate Immediate Past President in that order. APHA members who are not voting members of the Governing Council shall be eligible to hold the proxy.
- v. Student Assembly: The Chair of the Student Assembly may select a proxy [who is an APHA member](#) for its representative or for a vacant seat that represents it. If the Chair is unavailable, the authority to select a proxy shall shift to the Governing Councilor who will be absent, Student Assembly Chair-elect, or Immediate Past Chair in that order. Student Assembly members who are not voting members of the Governing Council shall be eligible to hold the proxy.

Clarification that proxy must be an APHA member

ARTICLE VI. Executive Board.

Section 1. Composition.

There shall be an Executive Board consisting of the President, the President-elect, the Immediate Past President, the Treasurer, Speaker of the Council, and twelve members to be known as the Elective Members, elected from among individual constituents of APHA for terms of four years each by the Governing Council. The Chairs of the Council of Affiliates, Intersectional Council, and Student Assembly shall serve as members of the Executive Board ex officio with vote. The Chairs of the Action Board, the Science Board, the Education Board, and the Executive Director shall serve as a member of the Executive Board ex officio without vote.

Section 2. Election.

Election to membership on the Executive Board shall terminate any elective office in APHA, or any appointment by the Executive Board that is not specified as a duty of an elected Executive Board member. This provision does not apply to Affiliates and Caucuses.

Section 3. Officers.

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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. The Executive Board shall establish its own rules of procedure and may establish an Executive Committee. Officers shall only serve during their term of office on the Executive Board.

Designation of Executive Director as Secretary inadvertently omitted

Section 4. Terms of Office.

The terms of Elective Members shall begin at the close of the annual meeting at which they are elected and terminate at the close of the annual meeting at the expiration of their respective terms. The terms of no more than three Elective Members shall expire in any year. An Elective Member of the Executive Board may not serve again as an Elective Member until at least one year following expiration of a full four-year term. The Treasurer and Speaker of the Governing Council shall serve staggered terms.

Section 5. Vacancies.

If a vacancy occurs among the Elective Members of the Executive Board, the Board, after consultation with the Nominations Committee, shall appoint a new member to serve until the annual meeting of the Governing Council, at which time the vacancy will be filled by election as provided in Article V.

Section 6. Quorum.

A quorum of the Executive Board shall consist of a majority of voting members.

Section 7. Functions.

In addition to its fiduciary and legal responsibilities as defined by Massachusetts (where APHA is chartered) and District of Columbia (where APHA headquarters are located) law, the Executive Board shall have the following powers and duties:

- A. To hire, set compensation for, set expectations for, and evaluate the Executive Director of APHA.
- B. To appoint the Editor-in-Chief of the American Journal of Public Health for a negotiated term.
- C. To act as Trustee of APHA's properties according to its duty of loyalty including the purchase, sale, and lease of APHA real property and the granting of a security such as a mortgage.
- D. To approve budgets for APHA work and to make summaries of budgets available to APHA members annually.
- E. To establish internal policy within the purview of its fiduciary and oversight role as a governing board of a 501(c)(3) organization.

- F. To recommend methods for the procurement of funds. This includes a schedule of dues to be approved by the Governing Council.
- G. To set strategic direction for APHA.
- H. To conform to the policy statements adopted by the Governing Council between meetings of the latter and to adopt interim policy statements which shall be in effect until the next meeting of the Governing Council.
- I. To act in an advisory capacity to the Executive Director as requested and in the execution of the Executive Board's other responsibilities.
- J. To approve the establishment or discontinuation of Forums and to recognize or remove recognition from Caucuses. To approve internal policy governing these functions. To approve internal policy governing the removal of Forum leadership.
- K. To prescribe procedures for establishing eligibility for Individual and Agency membership; elect Agency members by three-fourths vote; and recommend Honorary Membership for approval by the Governing Council.
- L. To coordinate, review, and act on recommendation of Standing Committees, Boards, the Council of Affiliates, and the Intersectional Council.
- M. To recommend the establishment of new APHA Boards and Standing Committees to the Governing Council. To establish and appoint special APHA committees and taskforces with time-limited functions.
- N. To appoint members of APHA Boards and Standing Committees with the exception of the Joint Policy Committee and Committee on Membership, Chair-designates of APHA Boards in Article VII, and Chairs of APHA Standing Committees.
- O. To direct the issuance of APHA publications.
- P. To act on professional standards on behalf of APHA.
- Q. 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.

Inadvertently not added to bylaws when SPIG policy passed in 2015.

- R. To monitor representation within APHA and transmit a report of its proceedings and transactions to the Governing Council. Prior to nominating or appointing any member to a vacancy on any Board, Council, Standing Committee, task force, special committee, or other position, special consideration shall be given to ensuring diversity of representation.

S. To endorse annually the proportional representation of Section members of the Governing Council.

T. To terminate the membership in APHA of any member determined by the Executive Board to reflect discredit upon APHA.

U. To set the location and technology for the annual meeting and other member meetings.

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

Identifies group responsible for dealing with Code of Conduct violations

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ARTICLE VII. Boards.

Boards are created by the Executive Board with the approval of the Governing Council. Each Board shall have a specific purpose and responsibilities. The Executive Board shall appoint the voting members of each Board, including one representative from the Student Assembly, using APHA's leadership appointment process. The representative from the Student Assembly shall serve a one-year term. Unless otherwise specified, other members shall serve a three-year term but consecutive terms shall be limited to two except under unusual circumstances. Terms shall be staggered as evenly as possible commensurate with the term of office and the number of members on the Board. The Executive Board shall appoint one member of each Board annually, unless otherwise noted, to serve a term as Chair-designate followed by a term as Chair. Additional membership specifications may be included under each Board.

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Section 1. Action Board.

A. There shall be an Action Board, whose function shall be to plan, organize, and mobilize others to advance APHA's advocacy priorities. To this end it shall collaborate with Affiliates, Caucuses, Sections, and other appropriate units of APHA to promote and engage the membership in activities to support APHA's annual advocacy priorities and other advocacy activities as identified by the Executive Director.

B. There shall be seventeen voting members of the Action Board including the Student Assembly Representative and two representatives of the Affiliated Associations appointed from names submitted by the Council of Affiliates. In addition, the Chairs of the Science Board and the Education Board, and the Executive Director shall serve as members ex officio without vote. The Chair of the Action Board shall serve as co-chair of the Joint Policy Committee and as a member of the Executive Board ex officio without vote.

Section 2. Editorial Board.

A. There shall be an Editorial Board whose function shall be to provide broad oversight and recommendations to the Editor-in-Chief of the *American Journal of*

Public Health, the official journal of APHA, to produce a high quality, highly respected journal that is scientifically sound. The Board shall be responsible for providing strategic input into the ongoing operations of the journal, providing input into the annual assessment of the editorial team, and representing the interests and concerns of the membership to the editorial team. The appointment of the Editor-in-Chief by the Executive Board shall be made in consultation with the Editorial Board.

- B. There shall be no less than six voting members of the Editorial Board including the Student Assembly representative. The Chair and Chair-designate shall each serve two-year terms.

Section 3. Education Board.

- A. There shall be an Education Board whose function shall be to stimulate and coordinate the education activities of APHA; to maintain and enhance professional knowledge, to increase technological proficiencies in facilitating the delivery of education, to enable members to promote and protect environmental and community health, and to educate the public concerning public health issues. The Education Board is encouraged to collaborate with experts, internally and externally, and other relevant entities to enhance the accomplishment of its goals.
- B. There shall be seventeen voting members of the Education Board including the Student Assembly representative. In addition, the Chairs of the Action Board and the Science Board, and the Executive Director shall serve as members *ex officio* without vote. The Chair of the Education Board shall serve as co-chair of the Joint Policy Committee and as an Executive Board member *ex officio* without a vote.

Section 4. Publications Board.

- A. There shall be a Publications Board whose functions shall be to provide APHA expertise on publishing in the field of public health; facilitate new APHA publications by identifying authors, editors, and developments in the field; and determine how public health professionals access and use information to assist APHA in designing information products to meet the current and emerging needs of public health practice and education.
- B. There shall be no less than six voting members of the Publications Board including the Student Assembly representative.

Section 5. Science Board.

- A. There shall be a Science Board whose functions shall be to coordinate the development of the scientific basis for APHA's professional and policy statement programs. The Science Board is encouraged to collaborate with experts, internally and externally, and other relevant entities to enhance the accomplishment of its goals.

- B. There shall be seventeen voting members of the Science Board including the Student Assembly representative. In addition, the Chairs of the Action Board and the Education Board, and the Executive Director shall serve as members ex officio without vote. The Chair of the Science Board shall serve as co-chair of the Joint Policy Committee and as an Executive Board member ex officio without a vote.

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 administrative affairs of APHA. With the exceptions of the specific provisions concerning the Joint Policy Committee and the Committee on Membership in this Article, the Executive Board shall appoint the chair annually, and shall appoint the voting members of Standing Committees. Unless otherwise specified, other members shall serve a three-year term, but consecutive terms shall be limited to two except under unusual circumstances. 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. 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 of APHA.

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Section 1. Committee on Bylaws.

This Committee shall have the following responsibilities: maintain constant review of the bylaws in order to recommend modifications as required; receive recommendations from any constituent of APHA regarding possible changes, analyze these for appropriateness, craft pertinent language, and submit changes if appropriate with recommendations for action by the Governing Council; and ensure bylaws clarity of content, consistency, and proper formatting.

Section 2. Committee on Health Equity.

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

Section 3. Committee on Membership.

- A. This Committee advises and works with the Membership Department on efforts to recruit, engage, and retain APHA membership.

- B. Each Section shall appoint one representative and the Council of Affiliates shall appoint three representatives from among the members of the Affiliated Associations. Members shall serve one-year terms but consecutive terms shall be limited to six except under unusual circumstances.

Section 4. Committee on Women’s Rights.

This Committee identifies the concerns of the entire APHA membership and interfaces with all APHA units, Affiliates, and 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, and career opportunities.

Section 5. Joint Policy Committee.

- A. There shall be a Joint Policy Committee (JPC) whose function shall be to receive, review, hold hearings on, and present policy statements and resolutions for Governing Council action. JPC shall participate in the policy statement review, updating, and archiving process and shall make recommendations to the Governing Council for changes in the policy statement process.
- B. The voting membership of the JPC shall consist of 12 members: four members from the Action Board including its chair, four members from the Education Board including its chair, and four members from the Science Board including its chair. Each year, the chair of each board shall appoint the members who will represent that board on the JPC for that year. The JPC is co-chaired by the chairs of the Action Board, Education Board, and Science Board. The Executive Director shall be an ex officio member without vote.

B.
ARTICLE IX. Constituent and Affiliated Groups.

At direction of Executive Board committee eliminated, committee inactive for number of years

Section 1. Sections.

A Section is a membership unit that represents one or more major public health disciplines or public health programs.

- A. Composition. A Section shall consist of those APHA members who affiliate with the Section. Each Section shall elect its own officers, Section Student Liaison, Section Councilors, and Governing Councilors and shall name its respective Section committees. The right to be nominated, serve in elective office, or serve as Chair of a committee in a Section shall be limited to Section members. An individual may not hold more than one elected position specified in Article III, Section 1 simultaneously within the same or across different Sections/SPIGs. To be eligible to run for a Section office, the individual’s membership must be current.

Deleted: Section 6. The Nation’s Health Advisory Committee.
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.

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- B. Officers. The officers of each Section shall be the Chair, Chair-elect, Immediate Past Chair, Treasurer, and Secretary.
- C. Terms of Office. Depending on Section practice, each of the officers shall hold office for a term of one year or a term of two years. Each of the Section Councilors shall be elected for a term of three years. Each of the Section Governing Councilors shall be elected for a term of two years according to Article V Governing Council Composition, Sections 1 and 2.

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New terms shall begin and old terms shall expire at the close of annual meetings. After six consecutive years in any elective Section office, a member shall not be eligible to serve in that capacity for one APHA year, except for Governing Councilors who shall not be eligible for two consecutive APHA years in accordance with Article V.

- D. The Chair shall preside at Section meetings. In absence of the Chair, the Chair-elect shall preside.
- E. The Secretary shall keep the minutes and other records of the Section, and shall make a copy of the minutes available to Section members as soon as practicable. A Secretary-elect may assist the Secretary. In the absence of the Secretary, the duties shall be assumed by the Secretary-elect, if the Section has this office, or by a substitute.
- F. The Treasurer shall manage Section finances.
- G. The Section Student Liaison shall serve as a link between the Section and Student Assembly, as a member of both, to ensure student perspectives and priorities are represented.
- H. Section Council. There shall be a Section Council composed of the Section officers, Section Student Liaison, and six Section Councilors to be known as the elective members. The functions of the Section Council shall be:
 - i. To make general recommendations in relation to the annual meeting program.
 - ii. To act on Section membership and on Section policies.
 - iii. To formulate rules of procedure for the Section.
 - iv. To consider and transmit to the Joint Policy Committee proposed policy statements.
 - v. To advise on the publication of papers and reports presented at the Section meetings.

- vi. To advise the Executive Board with respect to APHA and membership of the Action Board, the Science Board, Councils, Task Forces, and Standing Committees.
 - vii. To prepare and submit annual reports to the Intersectional Council Steering Committee.
- I. Elections. The Sections shall conduct elections according to the following procedure.
- i. The Section Council shall appoint a Committee on Nominations from the members with an affiliation with the Section by the end of each annual meeting. The Section Secretary shall be a member of the Committee.
 - ii. The Committee on Nominations shall prepare the names of preferably two or more members as nominees for the appropriate Section officers, Section Councilors, and Governing Councilors. No less than ninety days prior to the annual meeting, APHA shall submit the nominees to the membership of the Section by electronic or other media format transmission in an official publication of APHA.
 - iii. If submitted within thirty days after such publication, the Section Committee on Nominations shall add to the list any additional nominations which carry the signature of at least twenty-five members with affiliation in the Section.
 - iv. Voting shall be by electronic or other media formatted ballot sent no less than thirty days before the annual meeting to all members of the Section. Election shall be by a majority of the members voting. Further elections for unfilled positions shall be conducted within one month following the annual meeting.
- J. Vacancies. If a vacancy occurs more than ninety days prior to the opening date of the annual meeting among the members of a Section Council or the Section's Governing Councilors, the Section Council shall appoint a new member to serve until the vacancy can be filled by election as provided in G of this Section. If a vacancy occurs less than ninety days prior to the opening date of the annual meeting among the Section's Governing Councilors, a proxy may be selected.
- K. New Sections. A new Section shall be created from an established SPIG. An application to establish, combine, or discontinue a Section shall be presented to the Intersectional Council Steering Committee for review and comment, and then to the Governing Council for approval or disapproval.

When a Section is first established, a full complement of officers, Section Councilors, and Governing Councilors shall be elected and seated immediately. Section Councilors shall be assigned staggered terms so that two members shall

be newly elected each year. Governing Councilors shall also be assigned staggered terms.

Section 2. Intersectional Council.

- A. There shall be an Intersectional Council (ISC) whose functions shall be:
- i. To represent the interests and common concerns of the Sections in matters relating to Section administration to the Executive Board and other elements of APHA.
 - ii. To facilitate relations among the Sections and other relevant bodies of APHA.
 - iii. To assist the Sections in their internal management and in intersectional communication.
 - iv. To report, upon request, to the Governing Council on its activities and deliberations.
- B. ISC members shall consist of the current Chair, Chair-elect, and immediate past Chair of each Section; the members of the ISC Steering Committee; and Chair of each Special Interest Group. Each Section shall have one vote on all matters, including elections, brought before this Council.
- C. The ISC and ISC Steering Committee shall each meet once a year in conjunction with the annual meeting. The election of Steering Committee members shall take place before the annual meeting. The ISC Steering Committee shall also convene a midyear meeting.
- D. Between annual meetings, the affairs of the ISC shall be conducted by a Steering Committee consisting of 12 voting members: nine members elected by the ISC (elected members), the immediate past Chair (*ex officio*), the Chair-elect of the Student Assembly (*ex officio*), and one member appointed by the Executive Board as part of the appointment process. Those members of the ISC eligible for election to the Steering Committee shall be Section Chairs, Chair-elects, and Immediate Past Chairs, three of which shall be elected annually. However, the Steering Committee may not include more than one member elected from the same Section's Chairs, Chair-elects, and Immediate Past Chairs. Elected members shall serve for a period of three years in staggered terms. The Board-appointed member shall serve for a period of three years. An appointed member of the Steering Committee may not serve again as an appointed member until after at least one year following expiration of a full three-year term.
- i. The Steering Committee shall be responsible for recommending internal policy on the establishment and discontinuation of Sections, SPIGs, and Forums. The internal policy pertaining to Sections and SPIGs shall be

approved by the Governing Council and the internal policy pertaining to Forums shall be approved by the Executive Board.

- ii. The Steering Committee shall review and comment on applications to establish, combine, or discontinue Sections and SPIGs and submit these comments to the Governing Council. The Steering Committee shall review and comment on applications to establish, extend, or discontinue Forums and submit these comments to the Executive Board.
 - iii. The Steering Committee shall be responsible for recommending internal policy on the removal of leadership from Sections, SPIGs, and Forums. The internal policy pertaining to Sections and SPIGs shall be approved by the Governing Council and the internal policy pertaining to Forums shall be approved by the Executive Board.
- E. The ISC officers shall be elected by the Steering Committee from among its members at the annual meeting, and shall consist of a Chair, a Chair-elect, an Immediate Past Chair, and a Secretary, all of whom shall serve a one-year term. The Chair of the ISC shall serve as an Executive Board member ex officio with vote. The Steering Committee shall elect the Chair-elect from the second-year elected members. The Steering Committee shall elect the Secretary from its elected members, except in unusual circumstances. ISC officers may not hold more than one office.
- F. A vacancy in the office of Steering Committee Chair shall be filled by the Chair-elect who shall assume the duties of the Chair. A vacancy in the appointed position shall be filled by the Executive Board. A vacancy in an elected position, office of Secretary, or office of Chair-elect shall be filled by vote of the Steering Committee. Candidates to fill an elected position shall be nominated by Section Chairs from among the eligible members of the ISC. Candidates for the office of Secretary shall be elected members. Candidates for the office of Chair-elect shall be first-year or second-year elected members of the Steering Committee.

Section 3. Affiliated Associations.

- 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.

[Edit - Clarification](#)

- B. An association applying for affiliation shall submit a copy of either its constitution a/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. Each Affiliated Association shall submit annual information as directed by the Executive Board.

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- C. The Executive Board shall consider all applications for affiliation and questions regarding continued affiliation and report its recommendations to the Governing Council.

Section 4. Council of Affiliates.

- A. There shall be a Council of Affiliates (CoA) whose functions shall be:
 - i. To study, recommend, monitor, and coordinate the ways in which APHA can strengthen Affiliated organizations;
 - ii. To study, recommend, monitor, and coordinate the ways in which Affiliated organizations can strengthen APHA;
 - iii. To study, recommend, monitor, and coordinate the ways in which APHA/Affiliated organization relationships can be strengthened.
 - iv. To report, upon request, to the Governing Council on its activities and deliberations.
- B. The CoA shall consist of the Regional Affiliate Representatives, the members of the leadership, the Affiliate Representative at Large, the Executive Board appointed members, and an Affiliate Representative to the Caucus Collaborative..
 - i. Ten of the CoA voting members shall represent the state affiliates that are located within the HHS federal regions (Regional Representatives). The Affiliate Representatives to the Governing Council (ARGCs) within each region are eligible for selection to the position of Regional Representative, by the ARGCs within each region. The Regional Representatives shall serve a two-year term on the CoA. Even-numbered regions shall select their representatives in even-numbered years and odd-numbered regions shall select their representatives in odd-numbered years.
 - ii. The CoA Chair, Chair-elect, and immediate past Chair shall be voting members of this body and serve a one-year term. The Secretary shall be a voting member, serve for a period of two years, and not be eligible to serve in that capacity for at least one year after expiration of two consecutive terms.
 - iii. The Affiliate Representative at Large shall be nominated and elected by the entire membership of the CoA at the Annual meeting from among the Affiliate members who will not be serving on the CoA in the coming year. This representative shall be a voting member of the CoA, serve for a period of two years and not be eligible to serve in that capacity for at least one year after expiration of two consecutive terms.

- iv. Three voting members shall be appointed by the Executive Board and shall include one representative from the Student Assembly and one state affiliate executive director or equivalent staff person. The Student Assembly appointment is for a one-year term. The remaining appointed members shall serve for a period of two years in staggered terms and not be eligible to serve in that capacity for at least one year after expiration of two consecutive terms.
 - v. The two Affiliate Representatives on the Action Board shall be ex officio voting members of the CoA.
 - vi. The Affiliate Representative to the Caucus Collaborative, appointed by the CoA for a two-year term, is a CoA ex-officio member without a vote.
- C. The CoA shall meet once a year in conjunction with the annual meeting of the APHA. The CoA shall also convene a midyear meeting.
- D. The leadership of the CoA shall consist of a Chair, Chair-elect, Secretary and an immediate past Chair.
- i. The Chair shall serve as an Executive Board member ex officio with vote.
 - ii. The Chair-elect shall be nominated and elected from among the entire voting membership of the CoA and shall have served as a member of the CoA for one full year by the beginning of the term as Chair-elect. The nomination and election shall take place during a CoA meeting at the APHA annual meeting. The Chair-elect shall become the chair and then the immediate past chair for a three-year term in the leadership.
 - iii. The Secretary shall be nominated and elected by the entire voting membership of the CoA at the annual meeting from among the ARGCs, preferably, or other Affiliate members who will not be serving on the CoA in the coming year.

Section 5. Student Assembly.

The Student Assembly (SA) represents and serves students of public health and other health-related disciplines by connecting individuals who are interested in working together on public health and student-related issues.

- A. Composition: SA Membership shall be restricted to APHA members. Members designated as students by APHA shall be members of the Student Assembly, unless they request not to be members. In addition, members elected or appointed to office shall remain members of the Student Assembly until completion of their terms of office. An individual may not hold more than one elected office in the SA. To be eligible to run for a SA office, the individual's membership must be current. Membership in the Student Assembly or holding elective office therein does not abrogate the right to hold elective office in a Section or SPIG.

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- B. Officers. SA officers shall be the Chair, Chair-elect, Immediate Past Chair, Secretary, Secretary-elect, Treasurer, and Treasurer-elect.
- C. Terms of Office. Each of the Officers shall hold office for a term of one year. Each of the SA Governing Councilors shall be elected for a term of two years according to Article V Governing Council Composition, Sections 1 and 2. New terms shall begin, and old terms shall expire at the close of the annual meeting.
- D. The Chair shall preside at SA meetings. In the absence of the Chair, the Chair-elect shall preside.
- E. The Secretary shall keep the minutes and other records of the SA, and shall make a copy of the minutes available to SA members as soon as practicable. In absence of the Secretary, the Secretary-elect shall assume these duties. A substitute shall assume these duties in the absence of both officers.
- F. Student Assembly Council. There shall be a SA Council composed of the officers of the SA, the co-chairs of the SA Standing Committees, the SA Governing Councilors, the SA representatives to APHA Boards, and SA representatives to APHA Standing Committees. The functions of the SA Council shall be:
 - i. To formulate rules of procedure for the SA.
 - ii. To act on SA membership and on SA policies.
 - iii. To advise the Executive Board with respect to students and the membership of APHA Boards and Standing Committees.
 - iv. To make general recommendations in relation to the annual meeting program.
 - v. To consider and transmit to the Joint Policy Committee proposed policy statements.
 - vi. To prepare and submit annual reports to APHA.
- G. Student Assembly Executive Committee. There shall be a SA Executive Committee composed of the SA officers that shall oversee the affairs of the SA.
- H. Elections and Vacancies. SA procedures for conducting elections and filling vacancies shall be consistent with those described in Article IX Section 1.
- I. The SA Chair shall serve as an ex officio voting member of the Executive Board and of the Governing Council. The SA shall have a voting representative on the Science Board, Action Board, Education Board, Council of Affiliates, and

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Change to be consistent with elimination of committee.

American Journal of Public Health Editorial Board. These representatives shall be selected using the appointment process set by the Executive Board. The Chair-elect of the Student Assembly shall serve as an ex officio voting member of the Intersectional Council Steering Committee. The Immediate Past Chair shall serve as an ex officio voting member of the Governing Council. Three Student Assembly Governing Councilors shall be elected for a term of two years.

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Section 6. Special Interest Groups.

A Special Interest Group (SPIG) is a membership unit that has the intention of becoming a Section. An application for the establishment or discontinuation of a SPIG shall be presented to the ISC Steering Committee for review and comment, and then to the Governing Council for approval or disapproval. The rules governing SPIG composition, officers, terms of office, SPIG Council, elections, and vacancies shall be in accordance with those specified for Sections under Article IX, Section 1.

Section 7. Forums.

A Forum is composed of members who are working together on a specific issue or topic that is important to public health, crosses disciplinary and Section or SPIG boundaries, requires expertise that may reside in more than one Section or SPIG, and supports APHA's mission. A Forum may be established if a group of members petitions the ISC, which reviews the application and forwards its recommendation to the Executive Board for approval or disapproval. Petition for discontinuation shall be conducted through the same process.

Section 8. Caucuses.

The Executive Board may recognize a caucus, which has twenty-five or more APHA members, and may include other non-APHA members. A caucus has a publicly stated purpose that promotes identified public health issues; and, it shares in identified benefits from its association with APHA. The Chair of an eligible Caucus as determined by the Executive Board is an ex officio member of the Governing Council without a vote. Each Caucus may select an alternate representative to the Governing Council. An alternate must be a member of the Caucus and a current member of APHA. The Executive Board may remove the recognition of a Caucus.

Section 9. Caucus Collaborative

- A. There shall be a Caucus Collaborative (CC) whose functions shall be:
- i. To represent the interests and common concerns of the Caucuses relevant to overall Caucus administration to the Executive Board and other elements of APHA.
 - ii. To facilitate relations among the Caucuses and other relevant bodies of APHA.
 - iii. To assist the Caucuses in their internal management and inter-Caucus communication.
 - iv. To review and comment on applications to establish or discontinue Caucuses and submit these comments to the Executive Board.
 - v. To report, upon request, to the Executive Board on its activities and deliberations.

- B. CC voting members shall consist of a representative from each Caucus. Nonvoting members shall include the Chair, Chair-elect, Immediate Past Chair, and Affiliate Representative. Each Caucus shall select a representative and alternative representative to the CC annually from among APHA members in the Caucus. All CC members and alternative representatives shall be APHA members. Each Caucus shall have one vote on all matters, including elections, brought before the CC.
- C. The CC shall meet quarterly, including an annual meeting in conjunction with the APHA annual meeting.
- D. The CC officers shall consist of a Chair, Chair-elect, and Immediate Past Chair, all of whom shall serve a one-year term. The Chair-elect shall be elected by the CC from among its members.
- E. A vacancy in the office of the Chair shall be filled by the Chair-elect. A vacancy in the office of Chair-elect or Immediate Past Chair shall be filled by the CC from among its members. A vacancy in the position of Caucus representative shall be filled by the alternative representative and the Caucus shall replace the alternative representative with an APHA member in the Caucus.

ARTICLE X. Dues and Finances.

Section 1. Dues.

- A. Honorary members shall be exempt from the payment of annual dues.
- B. The Executive Board shall establish a schedule of dues for APHA membership and for multiple Section/SPIG membership, both subject to approval by a two-thirds vote of the Governing Council.
- C. Annual dues for Agency Members shall be based on the number of employees in the agency. The rates to be paid by such members shall be established by the

Unnecessary detail; does not reflect current practice.

Executive Board subject to approval by two-thirds vote of the Governing Council.

- D. The dues for Affiliated Associations shall be assessed on a capitation basis with a differential providing a lower per capita payment for affiliate members who are also members of APHA. The capitation rate shall be established by the Executive Board, subject to approval by a two-thirds vote of the Governing Council.

Section 2. Finances.

- A. Funds received by APHA shall be deposited promptly in accounts approved by the Executive Director. The Executive Director shall arrange for their disbursement in accordance with duly authorized vouchers. The Executive Board may give signatory powers to others responsible to the Executive Director.

Deleted: 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.

- B. The financial records of APHA shall be audited annually by certified public accountants to be selected by the Executive Board. The report of this audit shall be published annually in an official publication of APHA.
- C. Individuals having access to APHA's assets and accounting records shall be covered by a fidelity bond to be purchased by APHA.
- D. The Treasurer shall monitor the financial affairs of APHA and shall report on the financial status at regular meetings of the Executive Board and the Governing Council.
- E. APHA's fiscal year shall be July 1 to June 30.

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ARTICLE XI. Publications.

APHA publications shall be issued under the direction of the Executive Director on behalf of the Executive Board. *The American Journal of Public Health* shall be the official Journal of APHA. The APHA Web Site and *The Nation's Health* are official publications of APHA. A Report, declaration, or statement, not involving standards, emanating from any APHA unit may be published under the name of the responsible unit, provided that the report, declaration, or statement is approved for publication by the Executive Director.

ARTICLE XII. Meetings.

Section 1. Association Meetings

There shall be one general meeting of APHA, to be known as the annual meeting, which shall be held each year at a time and place designated by the Executive Board. However, the Governing Council may determine by voting, at or outside a regular meeting, that the annual meeting for a stated calendar year shall not be held. In case of great emergency, the Executive Board may defer any annual meeting for a period not to exceed three months. Special meetings of APHA may be called by a majority vote of the Governing Council, the Executive Board, or APHA members. The Governing Council shall be informed in due course of the general plans for future annual meeting cities.

Section 2. Transparency

APHA supports transparency and the inclusion of its members.

- A. The meetings of its Boards, Councils, Committees, Sections, Special Interest Groups, Student Assembly, Caucuses, and Forums whether in-person or virtual shall be open and requests to observe will be accommodated to the extent feasible.

- B. APHA shall establish a written internal policy describing the circumstances when a closed executive session may be held, persons who may attend the sessions, and documentation that is required and to whom it may be distributed. Special provisions shall be included in consultation with constituents to address their unique circumstances. This internal policy shall be made accessible to the full APHA membership.
- C. The annual reports and open meeting minutes of the Boards, Councils, Standing Committees, and Student Assembly shall be made accessible to the full APHA membership.

ARTICLE XIII. Parliamentary Authority.

The rules contained in the current edition of the Robert’s Rules of Order Newly Revised are the accepted parliamentary authority of APHA and its constituents. These rules shall govern where they are applicable and where they are not inconsistent with these bylaws and any special rules of order that APHA may adopt.

ARTICLE XIV. Amendments.

The bylaws may be amended by a two-thirds vote of those voting at the Governing Council during the annual meeting, provided that forty-eight hours prior written notice has been given. The bylaws may further be amended by a two-thirds vote of those voting at any other meeting of the Governing Council, provided that notice has been given at least twenty days prior to such meeting.

ARTICLE XV. Incorporation, Indemnification, and Dissolution

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Section 1. Incorporation.

Upon incorporation, the duration of APHA was perpetual.

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.

Recommendation from lawyer that indemnification should be spelled out 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 3. Dissolution.

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- A. If APHA, Inc. is dissolved voluntarily, such action shall follow the terms of the bylaws, the laws of Massachusetts, and the laws of the jurisdiction in which the Headquarters of APHA is located at the time of dissolution.
- B. All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. No part of the net assets of APHA shall inure to the benefit of or be distributed to its members, directors, officers and other private persons except that APHA is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.