

By Laws of the Iowa Public Health Association Foundation

Adopted 9/01/10

Article I: Name

This organization shall be known as the Iowa Public Health Association Foundation, doing business as the Iowa Public Health Association (IPHA). The principal office of the Iowa Public Health Association, a nonprofit corporation incorporated under the laws of the State of Iowa, shall be in the State of Iowa. IPHA shall have and continuously maintain a registered office in the State of Iowa and the Board of Directors shall appoint and continuously maintain in service a registered agent, having a business office identical with the registered office.

Article II: Vision, Mission, and Purpose

Vision: Advancing public health in Iowa

Mission: IPHA is the voice of public health in Iowa through advocacy, membership services and partnerships.

Purpose: To advocate for public health and support its members by providing networking opportunities, education, training, and leadership opportunities

Article III. Membership

A. Membership Privileges

Membership in IPHA is a privilege and is achieved by compliance with the bylaws.

1. Any member shall be eligible to hold office and committee appointment in IPHA; to vote on all matters in his/her primary section; and to vote on all matters of IPHA, including the election of officers.
2. Individual, student, honorary or retired members may declare his/her affiliation with a Section of IPHA.
3. Representatives of Affiliate members may participate on committees of the Board of Directors. Each Affiliate member may designate one person to vote on their behalf on all business matters of IPHA. No one may vote as both an individual and an Affiliate member.

B. Membership Categories

1. Individual Membership
Individual Members shall be persons professionally engaged or with an interest in public health in Iowa.

2. Student Membership

Student Members shall be individuals who are students of the health profession with an interest in public health, enrolled in an institution of higher learning, and be registered as a part-time or full-time student.

3. Honorary Membership

Honorary Members shall be individuals who have rendered special services to the cause of public health. Such members may serve the Association in any manner mutually agreeable to themselves and the Board of Directors. The Nominating Committee submits candidates for membership in this category. The Board of Directors approves the conferring of honorary membership, with no more than two such memberships conferred in any one year.

4. Retired Membership

Retired Members shall be individuals who are retired from active public health practice.

5. Agency Membership

Agency Members are governmental and voluntary organizations providing personal and community health services.

6. Affiliate Membership

Affiliate Members shall be groups interested in supporting the Association.

C. Membership Terms

1. IPHA dues shall provide membership in the Association for a membership term of 365 days.

2. Honorary membership shall be for life.

3. Affiliate membership shall be reviewed upon application and renewed annually by the Board of Directors.

D. Membership Termination

1. Non-payment of dues shall be cause for discontinuance of membership.

2. Any member may be removed by the Board of Directors upon two-thirds (2/3) vote of the entire Board of Directors when it is in the best interest of IPHA. Such member shall be given notice of said meeting at which a decision for removal is to be made, and shall be given an opportunity to be heard prior to the final decision. The Board of Directors may provide for subsequent reinstatement.

Article IV. Meetings

There shall be at least one general membership meeting for elections and general association business annually. The meeting notice will occur at least fifteen days in advance of the meeting. Business sessions of IPHA shall be conducted in accordance with Robert's Rules of Order.

Article V. Fiscal Year

The fiscal year shall be January first through December thirty first.

Article VI. Dues

- A. Dues for each fiscal year shall be determined by the Board of Directors and shall be remitted according to their policy.
- B. Membership cards shall be issued after receipt of current dues.
- C. Nonpayment of dues shall be a cause for discontinuance of membership.
- D. Honorary members shall be exempt from dues.

Article VII. Officers

The officers of IPHA shall be a President, President-Elect, Immediate Past President, Secretary, Treasurer and the Affiliate Representative to the American Public Health Association (APHA).

- A. President - Term of office: One Year. The duties shall include:
 - 1. Call the meetings of the Board of Directors, Executive Committee, the Association annual meeting and special meetings, and preside at such functions.
 - 2. As determined necessary, appoint chairs for the following committees:
 - a. Nominating Committee
 - b. Membership Committee
 - c. Legislative/Resolutions Committee
 - d. Program Committee
 - e. Bylaws Committee
 - f. Other ad hoc committees as necessary
 - 3. Act as ex-officio member of all appointed committees
 - 4. Act as alternate Affiliate Representative to the Governing Council of the American Public Health Association
 - 5. Conduct correspondence for IPHA, in accordance with IPHA policy
- B. President-elect - Term of office: One year. The duties shall include:
 - 1. In absence or inability of the President, shall assume the responsibilities of the President
 - 2. Become President at the end of term of incumbent President
- C. Past President (Most Immediate Past President residing in Iowa) – Term of office: One year. The duties shall include:
 - 1. Serve as chair of the Nominating Committee.
 - 2. Perform duties as directed by President.
- D. Secretary - Term of office: Two years. The duties shall include:

1. Performance of appropriate duties for IPHA and Board of Directors
2. Assure list of all members remains current
3. Take minutes of meetings as requested
4. Maintain a permanent file of IPHA minutes
5. Maintain a file of correspondence deemed necessary for the proper conduct of the Association
6. Prepare and transmit the annual report required by the Iowa Secretary of State and other reports as appropriate

E. Treasurer - Term of office: Two years. The duties shall include:

1. Collect dues and other revenue and make disbursements authorized by the Board of Directors
2. Maintain financial records for IPHA and submit for audit as required
3. Prepare an annual financial report for audit and submission to governmental agencies
4. Present a financial report at each Board of Directors meeting
5. Assume responsibility for the filing of all required reports, including IRS Form 990

F. Affiliate Representative to the American Public Health Association (APHA) Governing Council – Term of office: Three years. The duties shall include:

1. Attend the annual meeting of the APHA
2. Submit a written report to IPHA following each meeting attended
3. Report and make recommendations to the Board of Directors and the membership regarding affairs of the APHA
4. Qualifications - Demonstrate leadership as a member of IPHA. Must be a member of the APHA.

Article VIII. Terms of Office

The terms of all officers shall begin at the close of the meeting at which they were elected.

Article IX. Board of Directors

A. Composition

There shall be a Board of Directors composed of the President, the President-Elect, the most immediate past-President residing in Iowa, the Secretary, the Treasurer, the Affiliate Representative to Governing Council of American Public Health Association (APHA), five District Representatives reflecting Iowa's Congressional districts.

The District Representatives shall be elected for a three-year period upon a rotating schedule.

B. Functions of the Board of Directors

1. Meet to conduct the business of IPHA at least quarterly
2. Exercise the corporate responsibility and fiduciary duties of IPHA consistent with applicable provisions of law
3. Provide for implementation of action and directives taken at annual or special meetings of the membership within prescribed responsibilities
4. Provide for the adoption of financial policies, adoption of the budget for IPHA which incorporates program plans of structural units, and oversight of IPHA funds
5. Establish administrative policies governing the affairs of IPHA
6. Establish committees and other work groups, delineate their function, and dissolve as appropriate
7. Decide upon the date and place of the annual meeting upon the recommendation of Program Committee
8. Present recommendations regarding matters of policy and procedures; strategic planning, and advocacy
9. Approve the conferring of honorary memberships from the list of nominees submitted by the Nominating Committee

Article X. Executive Committee

A. Composition

There shall be an Executive Committee composed of the President, President-Elect, the most immediate past-President residing in Iowa, Secretary, Treasurer and the Affiliate Representative to the APHA Governing Council.

B. Functions

1. This committee shall have all the powers of the Board of Directors to transact business between Board meetings. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.
2. Provide staff oversight of any personnel or contract services and other immediate administrative details.

Article XI. Committees

All committees serve at the pleasure of the Board of Directors and are subject to any directives, policies or procedures imposed by the Board.

Committees may be standing (e.g., Nominating, Membership, Legislative/Resolutions, Program, and Bylaws) or other ad hoc committees formed as needed.

The President, with approval of the Board of Directors, may declare a committee position vacant if the individual filling that position fails to attend three consecutive committee meetings.

Article XII. Quorums

A quorum of IPHA shall consist of not less than twenty-five voting members, two of whom must be officers of IPHA. A quorum of the Board of Directors shall consist of not less than seven members, one of whom must be an officer. A quorum of the Executive Committee shall consist of a majority of the Executive Committee members.

Article XIII. Sections of the Association

A. Purpose

Sections provide an opportunity for members to pursue specific professional interests within the large, multi-disciplinary structure of the Association. They develop the technical and scientific foundations for Association activities; colleagues work together in these groups to develop policy statements, advise on publications and reports, and help develop the content and structure of the annual educational conference.

B. Status

1. A minimum of ten (10) interested members is required for the establishment of a new section.
2. A Section can only be established with approval of the Board of Directors.
3. A Section may be disestablished automatically when its membership drops below 10 members as recorded at the end of the fiscal year.
4. The Board of Directors may disestablish a Section for reasons other than low membership. When the Board of Directors is considering disestablishment of a Section, that Section will be provided the opportunity for a hearing to present information regarding why the Section should not be disestablished.
5. Membership in a Section is voluntary, but only those members who have declared an affiliation with a Section are allowed to vote on matters of the Section.
6. Individual members may attend any Section meeting as a non-voting member.

C. Duties

Sections shall develop a description of the purpose of the Section, provide for an annual election of a non-voting Section Chair, and provide for an annual meeting for members of the Section. Section responsibilities:

1. Submit Section operating procedures to the Board of Directors for approval.
2. Establish and submit an action plan to the Board of Directors for approval each year.
3. Provide names of Section members to fill Association committee positions.

4. Provide an annual report of Section activities to the Board of Directors of the Association.

D. Budget

Sections may establish a budget for each fiscal year. Each Section is accountable to the Association for Section funds and may request funds from the Association. Sections may sponsor events with the approval of the Board of Directors. IPHA will be provided a negotiated percentage of the revenue from those events.

Article XIV. Bylaws Amendments

These bylaws may be amended by a two-thirds vote of the members present at an annual meeting, providing that notice of the proposed amendment has been given in writing to the membership at least fifteen days before the annual meeting. Bylaws may also be amended electronically throughout the year if at least 50% of the membership responds to the request and 2/3 of responses received approve the proposed changes.

Article XV. Elections

- A. Officers and elected members of the Association shall be elected by majority vote at each annual business meeting. Voting shall be conducted by ballot. Notice of nominations by the Nominating Committee shall be provided on a written ballot with provisions for write in candidates. Ballots shall be emailed or mailed by postal service to the membership at least thirty days prior to the annual business meeting.
- B. Results of the election shall be announced during the annual business meeting of the Association.
- C. Nominees must be a member of the Association for at least one year to be eligible for office.
- D. A vacancy in the office of President shall be automatically filled by the President-Elect, who shall complete the unexpired term of President and serve as President the following year. Any vacancy other than the office of the President, or President-Elect, shall be filled through appointment by the President and approval of the Board of Directors. A vacancy in the office of President-Elect shall be filled by vote of the membership at a meeting of the Association or by electronic or postal mail. Notice of the election shall be given to the membership at least fifteen days in advance of the election.

Article XVI. Publications and Properties

Any publications of IPHA shall be issued under the direction of the Board of Directors. The Board of Directors shall act as trustees of the properties of IPHA.