

BYLAWS
OF
WASHINGTON STATE PUBLIC HEALTH ASSOCIATION

ARTICLE 1. OFFICES

The principal office of Washington State Public Health Association (“WSPHA”) shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Membership Categories

The membership of WSPHA shall consist of the following categories:

- (a) Regular Members. Regular Members are persons actively engaged in the practice, research, or teaching of, or interested in, public health.
- (b) Honorary Life Members. Honorary Life Members are elected by a majority vote of the Board of Directors from among those nominated by the Board committee designated to make these nominations.
- (c) Retired Life Members. Retired Life Members are persons who are retired and who have been members in good standing for a total of ten years or more.
- (d) Other Categories of Members. Other categories of membership may be created that the Board deems appropriate to carry out the mission of the Association.

2.2 Admission and Maintenance of Membership

An applicant is admitted to membership in WSPHA by meeting the requirements of the appropriate membership category and by paying the annual dues. Membership is maintained by continuing to meet the requirements of the appropriate membership category and by paying the annual dues.

2.3 Rights of Members

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All members have the right to serve on any WSPHA committee. In addition, all members have the right to hold office and to vote at the Annual Business Meeting and any other member meetings.

2.4 Membership Dues

The annual dues for all categories of membership shall be determined by a 2/3 vote of the Board of Directors and may be implemented immediately thereafter or at any other time that the Board directs.

2.5 Membership Meetings

2.5.1 Annual Business Meeting

The Annual Business Meeting (ABM) is the annual meeting of the members. It is held for the purpose of reporting on the past year's activities, and electing the Board of Directors.

2.5.1.1 The date, time and place of the meeting shall be set by the Board of Directors.

2.5.1.2 Notification and an agenda shall be mailed by post or electronically to the Members thirty (30) days prior to the meeting.

2.5.1.3 A quorum for the ABM shall consist of a majority of the members eligible to vote, and at least two officers.

2.5.1.4 Members unable to attend the ABM may vote by mail, electronic means or written proxy.

2.5.2 Special Member Meetings

2.5.2.1 Special Meetings of the membership may be called by the President, or by written request of at least ten (10) voting members.

2.5.2.2 The President shall send notification and an agenda by post or electronically to the Members ten (10) days prior to the meeting.

2.5.2.3 A quorum for the SMM shall consist of at least twenty-five (25) members eligible to vote, and at least two officers.

2.5.2.4 Members unable to attend the special meeting may vote by mail, electronic means or written proxy.

2.5.3 Policy Resolutions

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Business at the ABM and Special Member Meetings may include the presentation and adoption of policy resolutions and policy agenda items. Policy recommendations must enhance the mission of the organization and are subject to approval of the Board prior to being presented at the ABM. The implementation of any policy resolution or agenda items adopted by the Members is the responsibility of the Board.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number

The Board shall consist of not less than 7 nor more than 13 Directors, including the officers, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

3.4 Election of Directors

3.4.1 Directors shall be elected by the membership at the Annual Business Meeting (ABM), with the exception of the Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association who shall automatically be a director by virtue of holding that position.

3.4.1.1 The ARGC is appointed by the Board of Directors and serves a three-year term.

3.4.2 The Board Development Committee of the Board shall provide a slate of candidates for the open positions to the Membership at least thirty (30) days prior to the ABM.

3.4.3 A candidate must receive a majority vote to be elected.

3.4.4 The President may appoint a teller to tally the votes.

3.4.5 One-half of the number of elected Directors shall be elected each year so that the term of all directors will be staggered.

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3.5 Regular Meetings Art.

The Board will specify the date, time and place for the holding of regular meetings and will post the meeting calendar on the website.

3.6 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.7 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.8 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.9 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. The business to be transacted and the purpose of any special meeting need to be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

3.10 Waiver of Notice

3.10.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether

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before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.10.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.11 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may recess and set time to adjourn the meeting at a future time.

3.12 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.13 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.14 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if consent setting forth the action so taken is given by a majority of the Directors. Such action may be taken electronically or by phone.

3.15 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.16 Removal

At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office by two-thirds of the votes cast by Directors then in office.

3.18 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.19 Board Committees

3.19.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of at least one Director, and other Members as the Board shall designate. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to:

- (a) amend, alter or repeal these Bylaws;
- (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation;
- (c) amend the Articles of Incorporation;
- (d) adopt a plan of merger or consolidation with another corporation;
- (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business;

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(f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore;

(g) adopt a plan for the distribution of the assets of the corporation; or

(h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.19.2 There shall be two standing committees of the Board of Directors, including an Executive Committee and a Board Development Committee. The Executive Committee and is responsible for acting on issues between Board meetings. The Board Development Committee shall be responsible for recruiting and nominating Board members to present to the membership for election and other Board capacity building.

3.19.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified there, the acceptance of such resignation shall not be necessary to make it effective.

3.19.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.20 Compensation

The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

3.21 Conflict of Interest

The Board of Directors shall adopt a Conflict of Interest Policy that comports with applicable state and federal requirements. Each Director and each Committee member shall, on an annual basis, sign a Conflict of Interest Disclosure Form to disclose any actual or potential conflicts that Director or Committee member may have.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a President, a Vice-President, an Immediate Past President, a Secretary and a Treasurer. The President and Vice-President will be elected by the membership at the Annual Business Meeting to serve a one-year term. The Immediate Past President shall hold that office by virtue of having been the President the year before. The Secretary and Treasurer will be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Terms of Office

4.2.1 The President of the corporation shall have served a minimum of one year as a Director and shall be elected each year by a majority vote of the membership at the Annual Business Meeting. The President may be nominated to serve a second term.

4.2.2 The Vice-President of the corporation shall have served a minimum of one year as a Director and shall be elected each year by a majority vote of the membership at the Annual Business Meeting. The Vice-President may be nominated to serve a second term.

4.2.3 The Secretary and Treasurer shall be elected by the Board and shall serve a two-year term. The Secretary shall be elected in even-numbered years, and the Treasurer shall be elected in odd-numbered years.

4.2.4 Unless an officer dies, resigns, or is removed from office, he or she shall hold office until his or her successor is elected at the Annual Business Meeting of the membership, or until the Board names a replacement for the position.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice-President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

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Any officer or agent elected or appointed by the Board may be removed from office by a majority vote of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, or creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall preside over meetings of the Board and over the Annual Business Meeting. The President, or his/her designee, may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Vice-President and Immediate Past President

In the event of the death or resignation of the President, or his or her inability to act, the Vice-President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. In the event of the death of the President and the Vice-President or their inability to act, the Immediate Past President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice-President and the Immediate Past President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice-President and the Immediate Past President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.8 Secretary

The Secretary shall:

(a) keep the minutes of the meetings of the Board, and minutes which may be maintained by committees of the Board;

(b) record the minutes of the Annual Business Meeting;

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(c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) be custodian of the corporate records of the corporation;

(e) keep records of the post office address of each Director and each officer;

(f) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and

(g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Treasurer

If requested by the Board, the Treasurer shall

(a) give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

The Treasurer shall:

(b) have charge and custody of and be responsible for all funds and securities of the corporation;

(c) receive and give receipts for moneys due and payable to the corporation from any source whatsoever,

(d) deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws;

(e) coordinate an ad hoc Finance Committee appointed by the Board to develop and present an annual budget for the Association.

(f) and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 5. STAFFING

The Board of Directors shall be empowered to hire such staff as deemed necessary to ensure the efficient functioning and management of the corporation.

5.1 Executive Director

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The Board of Directors may hire an Executive Director who shall serve as the chief executive officer of WSPHA with direct responsibility for all staff functions. The Executive Director shall be the chief executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The Executive Director shall be employed by the Board of Directors for whatever term the Board of Directors deems appropriate and may be removed at any time with or without cause by a majority vote of the Board of Directors without prejudice to his or her contract rights.

5.2 Other

ARTICLE 6. ADMINISTRATIVE PROVISIONS

6.1 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, minutes of the ABM and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

6.2 Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31.

6.3 Annual Review or Audit

The Board shall retain an independent accounting firm to review or audit financial statements for each fiscal year, and the Board shall review the results of such audit or review as soon as practical, but no later than 180 days following the end of the fiscal year.

6.4 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

6.5 Insurance

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WSPHA shall provide Directors and Officers Liability Insurance covering Directors, Officers and Committee Chairs for performing acts and responsibilities directly related to WSPHA.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the members present at the Annual Business Meeting or in a Special Meeting following the procedures in Section 2.5.2 of this document.