

1 **CONSTITUTION AND BYLAWS OF THE**
2 **MINNESOTA PUBLIC HEALTH ASSOCIATION**
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6 **ARTICLE I. NAME**
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8 The name of this non-profit, membership corporation shall be the "Minnesota Public Health Association," to be
9 hereinafter referred to as the Association or MPHA.
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11 **ARTICLE II. MISSION & VISION**
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13
14 MISSION: The Minnesota Public Health Association engages and develops its members to mobilize the community
15 to protect and improve the public's health.
16

17 VISION: The Minnesota Public Health Association is an active, credible and independent voice for public health in
18 Minnesota.
19

20 **ARTICLE III. MEMBERSHIP**
21

22 Section 1. The membership categories of the Association shall consist of Individuals, Student/Retired, Agency,
23 Sustaining Members and Lifetime. All members, except honorary members, will be dues paying.
24

25 a. An Individual Member shall be a person with an active interest in promoting the public's
26 health through the vehicle of the Association.
27

28 This category includes those individuals who have been granted honorary status.
29

30 b. An Agency member shall be any public or private, not-for-profit agency, professional
31 association, corporation, citizen group or other organization with an active interest in
32 promoting the public's health through the vehicle of the Association.
33

34 c. A Student/Retired Member shall be a person either whose primary occupation is as a
35 student of an accredited educational institution or who has retired and who has an active
36 interest in promoting the public's health through the vehicle of the Association.
37

38 d. A Sustaining Member shall be any Individual, Student/Retired or Agency Member
39 providing assistance to the Association through a designated financial contribution, the
40 amount to be defined by the membership.
41

42 e. A Lifetime Member shall be any person with an active interest in promoting the public's
43 health through the vehicle of the Association. He or she shall retain a lifetime membership
44 until he or she is deceased, or request membership termination.
45

46 f. Current Individual, Agency, Student/Retired, Sustaining and Lifetime Members shall each
47 have one (1) vote on each matter submitted to a vote of the members. Agency Members
48 shall designate the individual authorized to vote for the entity by written notification at the
49 time dues are paid.

- 50
51 Section 2. Membership may be revoked or refused for cause upon a three-fourths (3/4) vote of the entire
52 Governing Council. Any dues paid by the member for the current year membership will be
53 reimbursed on a pro-rated basis.
54
55 Cause: conduct determined detrimental to the Association including, but not limited to:
56 misappropriation of funds, failure to follow protocol in representing the Association; harass,
57 threaten or cause harm to officers or other members of the association
58
59 Section 3. Each Individual, Student/Retired, Sustaining, and Lifetime member may hold office, serve as a
60 member of the Governing Council or serve in a committee leadership position.
61

62 **Article IV. DUES**

- 63
64 Section 1. The membership year shall be based on individual enrollment and begin for each member at the
65 beginning of the calendar year, January 1, and expiring December 31 of that year.
66
67 Section 2. Members shall be billed for dues prior to the beginning of each calendar year, which is the time when
68 all individual memberships expire.
69
70 Section 3. The annual dues for each category of membership shall be set at the Annual Business Meeting.
71
72 Section 4. Recipients of the Albert Justus Chesley Award prior to 1982 and all previously elected Honorary
73 Members shall not be required to pay dues.
74
75 Section 5. Annual dues shall be paid within 90 days of billing; members whose dues and unpaid after 90 days
76 shall be considered not to be in good standing and shall be removed from the membership roles.
77
78 Section 6. Dues paid between October 1 and January 1 shall be applied to membership for the period leading
79 up to January 1 and for the following calendar year until the commencement of the subsequent
80 calendar year.
81

82 **ARTICLE V. OFFICERS**

- 83
84 Section 1. The Officers of the Association shall be a President, President-elect, Immediate Past-President,
85 Secretary and Treasurer.
86
87 Section 2. The president-elect shall automatically become president upon completion of a term as president-
88 elect.
89
90 Section 3. The president shall automatically become past-president upon completion of a term as president.
91
92 Section 4. The president-elect automatically becomes president in the case of inability of the president to
93 complete his/her term and then serves his/her own term at the close of the next Annual Business
94 Meeting.
95
96 Section 5. A vacancy in the office of president-elect with more than six months to serve in the term shall be
97 filled by a special election called by the president. The provisions of election in article VI, Section I,
98 shall apply except that the special election shall be held within sixty (60) days after the vacancy
99 occurs.
100

101 Section 6. A vacancy in the office of president-elect due to factors other than ascent to the presidency in the
102 office of the president-elect with less than six (6) months to serve in the term shall be filled by a
103 three-fourths (3/4) majority vote of the Governing Council to fill the unexpired portion of the term.
104 The person voted to fill the vacancy in the president-elect position will ascend to the Presidency at
105 the start of the next presidential term.

106
107 Section 7. Except for Treasurer, any office of the Association may be shared by two individuals. Hereafter, all
108 references to any elected officer, e.g. President, President-Elect, Immediate Past President or
109 Secretary shall refer to shared appoints if held by two individuals.

110
111 Section 8. Officers of the Association and the Affiliate Representative to APHA shall comprise the Executive
112 Committee of the Governing Council.
113

114 **ARTICLE VI. ELECTION**

115
116 Section 1. Officers of the Association and Members-At-Large of the Governing Council and the Affiliate
117 Representative, shall be elected from a slate of candidates selected from the membership by the
118 members of the Association by ballot. The vote shall be cast on an official ballot distributed to the
119 Membership by the Secretary via mail and electronic media not less than thirty (30) days nor more
120 than forty (40) days prior to the Annual Business Meeting and returned to the Secretary so that
121 receipt by the Secretary occurs five (5) days prior to the Annual Business Meeting via mail or
122 electronic. Only one ballot will be issued to a member. Each official ballot will provide for write-in
123 candidates for all positions. A plurality shall elect. In case of a tie, the Governing Council shall
124 choose by secret ballot between the candidates who have an equal number of votes.
125

126 Section 2. The new Officers and Governing Council Members, except for the Treasurer, shall assume their
127 official duties at the close of the Annual Business Meeting provided the meeting is held before July 1
128 , otherwise their term of office will commence on July 1 of that year. The Treasurer's term of office
129 will begin on July 1, the start of the Association's fiscal year.
130

131 **ARTICLE VII. DUTIES OF OFFICERS**

132
133 Section 1. President
134
135 The President shall call and preside at all meetings of the Governing Council and at the Annual
136 Business Meeting. She/he shall appoint, or assign, with the approval of the Governing Council,
137 Chairpersons for each Standing Committee and other ad hoc committees deemed necessary by the
138 Governing Council.

139
140 The President shall be responsible for the overall direction of the organization and the conduct of the
141 work of its officers and its committees.

142
143 The President of the Association is expected to represent the interests of the Association and its
144 membership at all times, to take the leadership responsibility in pursuing the strengthening of the
145 Association program and membership.
146

147 Section 2. President-elect

148
149 The president-elect shall assist the President as presiding officer and as executive officer. The
150 president-elect shall preside at Governing Council meetings in the absence of the President. In
151 addition, the president-elect shall develop with the advice and consent of the Governing Council the
152 work plan and budget plan for his/her presidential term and shall present that plan including
153 membership dues to the membership at the Annual Business Meeting.

154
155 Section 3. Secretary

156
157 The Secretary shall be responsible for coordinating the administrative affairs and assist the President
158 in conducting the operational affairs of the Association. He/she will be responsible for maintaining
159 records of all official actions, meetings and correspondence and preparing and distributing minutes of
160 each Governing Council, Executive Committee and Annual Business Meeting. In addition, it shall be
161 the Secretary's duty to oversee the election process of officers.

162
163 Section 4. Treasurer

164
165 The Treasurer shall have charge of all funds of the Association and shall disperse funds consistent
166 with the approved budget and policies of the Association. The Treasurer shall report statement of all
167 receipts and disbursements at the Annual Business Meeting and at such other times as directed by the
168 Governing Council. She/he shall also be responsible for membership billings for renewals and
169 ensures an up-to-date membership list, which shall be periodically distributed to the Governing
170 Council.

171
172 **ARTICLE VIII. DUTIES OF AFFILIATE**
173 **REPRESENTATIVE TO APHA**

174
175 Section 1. The Affiliate Representative to APHA shall represent the Association on the APHA Governing
176 Council.

177
178 Section 2. The Affiliate Representative shall be responsible for representing the viewpoint and interests of the
179 Minnesota Public Health Association's membership and Governing Council.

180
181 **ARTICLE IX. MEETINGS**

182
183 Section 1. The Association shall hold an Annual Business Meeting of the Membership, during which time the
184 Membership will set the work plan to conduct the business and accomplish the goals of the
185 Association. The dates, time and place of the Annual Business Meeting shall be selected by the
186 Governing Council.

187
188 Section 2. A quorum of the Association's Annual Business Meeting shall consist of eight percent (8%) of the
189 current membership.

190
191 Section 3. Special meetings of the Association may be called by the president or by six or more members of
192 the governing council, and shall be called by the president at the written request of ten or more
193 members of MPHA.

194
195 Section 4. Written or printed notice stating the place, date and hour of the meeting, and in the case of a special
196 meeting, the purpose or purposes for which the meeting is called, shall be provided to each member

197 of the Association not less than twenty (20) nor more than forty (40) days before the date of the
198 meeting
199

200 **ARTICLE X. GOVERNING COUNCIL**

201
202 Section 1. There shall be a Governing Council consisting of the Officers of the Association; six (6) elected At-
203 Large members, of which at least two are from Greater Minnesota; the Affiliate Representative to the
204 American Public Health Association (APHA); and ex-officio members including Committee
205 Chairpersons and a Student Senate Representative from the University of Minnesota School of
206 Public Health. In the case of Committee Co-chairs, co-chairs shall share a vote. The President shall
207 be the Chairperson. All members of the Governing Council shall be members in good standing of the
208 Association.
209

210 Section 2. All officers and members of the Governing Council shall serve a term of two years, except the
211 offices of the President-elect, President and Immediate Past-President, which shall be a combined
212 three-year term, consisting of one year in each office; the Affiliate Representative to APHA, which
213 shall be a three-year term; and Committee Chairpersons and the Student Representative, which shall
214 coincide with the terms of their respective appointments. The terms of at least half of the members
215 shall expire each year. Governing Council Members shall not serve for more than two consecutive
216 terms, though there is no prohibition on the number of non-consecutive terms they may serve.
217

218 Section 3. The Governing Council shall have full power of the Association in all matters demanding policy
219 action between meetings of the Association and shall submit for approval at the next Annual Meeting
220 of the Association a report of actions taken under authority of this Section.
221

222 Section 4. At least six regular meetings of the Governing Council shall be held each year at such times as it may
223 select, which are open to the Membership.
224

225 Section 5. The Governing Council shall have the power to make appointments to fill vacancies in the office of
226 Treasurer and Secretary and members at-large. At the next Annual Business Meeting, the balance of
227 the unexpired term shall be filled by election.
228

229 Section 6. A quorum of the Governing Council shall consist of one half of the voting members of the
230 Governing Council. Teleconferencing or other technologies that allow a governing council
231 member to participate in real time are considered acceptable alternatives to in person attendance.
232

233 Section 7. Consistent with the Association's approved budget, the Governing Council may appoint or hire an
234 Executive Secretary or Director. The Governing Council shall determine the duties of the Executive
235 Secretary or Director.
236

237 Section 8. Any member of the Governing Council who misses three (3) consecutive meetings will constitute a
238 resignation. The Governing Council may at their next meeting declare the office vacant and if a
239 vacancy is declared the vacancy shall be filled in accord with Article X. Section V.
240

241 Section 9. At the discretion of the Governing Council, the Executive Committee will conduct its interim
242 business.
243

244 Section 10. The Governing Council, following its election and/or appointment, shall establish annual policy
245 priorities as dictated by the Membership at the Annual Business Meeting and adopt a detailed
246 budget. It shall also develop and/or adopt a formal procedural manual spelling out the responsibilities
247 and organizational relationships of each of the Association's Committees. The manual should specify
248 the charge to each committee, the accountability of that committee to the Governing Council and the
249 desired relationships between and among the various organizational units of the Association.

ARTICLE XI. DUTIES OF AT-LARGE MEMBERS

Section 1. Each At-Large member shall represent the Membership on the Governing Council.

Section 2. Each At-Large member shall have a responsibility defined by the Governing Council.

ARTICLE XII. DUTIES OF STUDENT REPRESENTATIVE MEMBER

Section 1. The student representative member shall represent the Student Membership on the Governing Council.

Section 2. The student representative member shall have responsibilities defined by the Governing Council.

ARTICLE XIII. COMMITTEES

Executive Committee: The executive committee shall be subject to the direction of the Governing Council and shall report its actions to the governing council.

- The Executive Committee may oversee *routine* Association affairs, including membership and financial matters, between meetings of the Governing Council.
- The Executive Committee shall have authority to act for the governing council between Governing Council meetings provided that a report of any official action is reported at the next Governing Council meeting.

Section 1. The Governing Council is responsible for ensuring that Association's goals are met and for engaging members in the Association's activities. The Standing Committees of the Association shall consist of Membership Development, Nominating, and Policy & Advocacy. The Governing Council may establish other committees, task forces, or bodies as is thought desirable by the Governing Council or Membership. The committees' charges must reflect the Association's goals, and the Governing Council is responsible for ensuring the appropriate linkages between and among committees and the Governing Council.

Section 2. Each Committee Chairperson(s) shall be responsible for developing an annual plan to carry out the work plan determined by the Membership at the Association's Annual Meeting and overseeing work of the committee.

Section 3. Each Committee Chairperson(s) shall be responsible for submitting at least quarterly reports for distribution to the Membership.

Section 4. Committee Chairpersons who are members of the Governing Council shall serve as ex-officio members of the Council with vote.

Section 5. No member of the Governing Council shall serve as a voting member of the Nominating Committee.

294 **ARTICLE XIV. RESOLUTIONS**

295
296 All resolutions to be presented at any meeting of the Association shall be presented in writing to the Governing Council
297 at least 15 days before the meeting. The Governing Council shall consider the resolution and report its recommendation
298 back to the Association. A resolution for adoption by the Association may be presented at any meeting of the
299 Association if it has been signed by five (5) percent of the membership.
300

301 **ARTICLE XV. AWARDS**

302
303 Section 1. The Association recognizes public health accomplishments through the presentation of awards to
304 individuals and/or organizations based on defined criteria. Nominations for award recipients are
305 processed by the Nominating Committee, and recommendations forwarded to the Governing Council
306 for approval. Awards are presented at the Annual Meeting. An award need not be granted annually.
307

308 a. The Albert Justus Chesley Award for distinguished service in public health shall be
309 presented to a member of the Association who has distinguished himself or herself in the
310 field of public health and who has through his/her memberships, made a definite
311 contribution to the Minnesota Public Health Association.
312

313 b. The Harvey G. Rogers Environmental Health Leadership Award shall be presented to those
314 individuals who best exemplify his spirit of dedication, years of distinguished service, and
315 technical contributions toward promotion of the public's health through preservation of the
316 quality of the environment for the State of Minnesota.
317

318 c. The B. Robert Lewis Award shall be presented to an elected official who has distinguished
319 himself/herself in aggressive pursuit to establish and maintain health as a human right and
320 to secure optimal community and personal health.
321

322 d. The MPHA Student Achievement Award is presented to a student enrolled in the masters
323 degree program of the University of Minnesota School of Public Health or the University
324 of Minnesota School of Nursing with a concentration in public health who has
325 demonstrated leadership skills in the contribution to the promotion of health of individuals,
326 families and the community in one or more of the following ways: Conducting innovative
327 research in the field of public health; development of innovative approaches to public health
328 problems; and provision of unique or innovative public health services during their field
329 training.
330

331 Section 2. The Governing Council recognizes the individuals who make significant contributions to public
332 health in Minnesota with the Paul and Sheila Wellstone Public Health Achievement Award. This
333 award is presented at the discretion of the Governing Council based upon the established criteria.
334

335 **ARTICLE XVI. PROPERTY AND DEDICATED**
336 **FUNDS**

337
338 The Association may receive and acquire by purchase, gift, grant or devise, and may hold, use invest, and expend,
339 convey or dispose of any real or personal property whatsoever for any of the purposes of the Association specified
340 herein, and may lease, mortgage, or use the same in any manner conducive to its interests and prosperity and to the
341 accomplishment of any such purposes; but it shall not divert any gift, grant, devise or bequest from the specific
342 purposes designed by a donor without his/her consent; but if so authorized by a donor, the Association thereof, in

343 accordance with the judgment and discretion of the Governing Council or as the by-laws of the Association shall
344 otherwise provide. No officer or member of the Governing Council shall profit personally from the organization.
345

346 **ARTICLE XVII. AMENDMENTS**

347
348 This Constitution and Bylaws may be amended by a two-thirds vote of the quorum present at Annual Business
349 Meeting, provided the notice for the proposed amendments has been given in writing to the President and transmitted
350 by him/her to active members not less than thirty days prior to the meeting.
351

352 **ARTICLE XVIII. FISCAL YEAR**

353
354 The fiscal year of the Association shall be from July 1 through June 30.
355

356 **ARTICLE XIX. GOVERNANCE**

357
358 According to the Carver Model of Governance, any duties, work, or projects not expressly prohibited by the
359 Constitution and Bylaws of the Association may be conducted and would be considered consistent with the
360 Association's governing documents provided they are consistent with the adopted mission of the Association.
361

362 **ARTICLE XX. PARLIAMENTARY AUTHORITY**

363
364 The rules contained in the latest edition of Robert's Rules of Order Revised shall govern the Association in all cases
365 except when they are inconsistent with the Constitution and Bylaws of the Association.
366

367
368 This Constitution and Bylaws adopted by the membership of the Minnesota Public Health Association, September 19,
369 1974, Duluth, Minnesota.
370

371 Amended by the Membership of Minnesota Public Health Association, October 8, 1976, St. Cloud, Minnesota;
372 September 22, 1978, Alexandria, Minnesota; September 20, 1979, Rochester Minnesota; October 30, 1981,
373 Minneapolis, Minnesota; September 20, 1982, Wayzata, Minnesota; April 26, 1985, Minneapolis, Minnesota; April 24,
374 1986, St. Paul, Minnesota; April 14, 1989, Minneapolis, Minnesota; April 30, 1998, Minneapolis, Minnesota; April 9,
375 1999, St. Paul, Minnesota; April 7, 2000, Brooklyn Center, Minnesota; June 14, 2001, Collegeville, Minnesota;
376 September 30, 2003, St. Paul, Minnesota; May 4, 2005, Nisswa, MN.
377

378 This Constitution was merged with the Bylaws in 1999.