

## **CONSTITUTION AND BY-LAWS**

The Louisiana Public Health Association, Incorporated

### **CONSTITUTION**

Article I

NAME

The name of this corporation shall be the Louisiana Public Health Association, Incorporated.

Article II

OBJECT

This corporation is organized, and it shall be operated exclusively, to promote public health in the State of Louisiana. This is to be accomplished by:

- (a) Fostering acquaintance and mutual understanding among the persons interested in public health;
- (b) Supporting and sponsoring movements and policies tending to raise personnel standards, secure adequate income of workers, and promote security of tenure;
- (c) Stimulating progressive administration of public health work;
- (d) Assisting in the development of better health facilities in the state;
- (e) Keeping abreast of progress in the field of public health;
- (f) Enhancing the prestige of public health work as a career.

Article III

MEMBERSHIP

This corporation is organized on a non-stock basis and individuals may become a member by paying annual dues.

Article IV

OFFICERS

The officers of this corporation shall consist of a president, f vice-president, secretary, a president elect, a treasurer and an ARGC (APHA delegate). The president, the vice-president, the president elect, the treasurer, and ARGC shall be elected by the membership and shall serve until their successors are duly elected and installed.

Article V

CORPORATE POWERS AND MANAGEMENT  
(EXECUTIVE BOARD)

The corporate powers and management of this corporation shall be vested in and exercised by the Executive Board, the personnel of which shall include:

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- (a) The officers of this association, as provided for in Article IV of this Constitution.
- (b) The Immediate Past President of the Association.
- (c) The Chair of each section provided for in the by-laws.
- (d) The Chair of the standing committees.
- (e) The Past Presidents of the Association shall be officers-at-large without voting privileges, but allowed to participate in the deliberations of the Executive Board.

The functions of the Executive Board shall consist of such legislative and judicial duties as are essential in the government of the Louisiana Public Health Association, Inc. and not inconsistent with the Constitution and By-laws of the American Public Health Association. Among such duties are to be included the following:

- (a) To establish new scientific sections within the Louisiana Public Health Association, Inc.; to combine, discontinue or alter existing sections; and to maintain coordination among them and formulate general rules governing their policies.
- (b) To receive for consideration any recommended action on the part of the membership, any proposals affecting the policies, programs, and procedures of the Association.
- (c) To make appointments to fill all elective offices that might become vacant during the interim between annual meetings.
- (d) To draft and promulgate resolutions during the interim between meetings relating only to such matters as are directly embodied in Article II of the Constitution, entitled "Object".
- (e) To appoint the members of the Standing Committees.

As soon as practicable following the election of officers & section chairs at the annual meeting the newly elected President shall call a meeting of the newly elected officers of the Association (as enumerated in Article II of the By-laws) for the purpose of electing the Chair and other members of the Standing Committees (as enumerated in Article III of the By-laws) and thereby completing the membership of the new Executive Board. At this meeting, the seven (7) members shall constitute a quorum.

At all other meetings of the Executive Board, seven(7) members shall constitute a quorum. Other meetings of the Executive Board shall be called by the Secretary at the request of the President, or upon request of the President in writing of any seven (7) members of the Executive Board. In the latter case, a call shall be issued at least 15 days in advance of the proposed meeting and shall state the purpose thereof. In lieu of calling a meeting for the consideration of special business of the organization during the interim between annual meetings, the President may conduct such business by correspondence with the Executive Board.

#### Article VI EXECUTIVE COMMITTEE

There is hereby created an Executive Committee to consist of the President, as Chair, the immediate Past President, the Secretary, the Treasurer, and three members of the Executive Board to be elected by the Executive Board annually. The Secretary of the Association shall serve as Secretary.

Duties of said Executive Committee shall be:

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- (a) In general, to carry out the policies of the Executive Board between meetings of the council.
- (b) In emergencies, to act with authority for the Executive Board between meetings of the council.
- (c) To act as trustee of the properties of the Association.
- (d) To plan methods for the procurement of funds.
- (e) To recommend budgets for the work of the Association.
- (f) To transmit a report of its proceedings to the Executive Board.

Article VII  
CONTRIBUTIONS

Contributions made from time to time, to this corporation, for its use in furtherance of its objectives and purposes, may be used at the discretion of the Executive Board only to carry out the objectives and purposes of this corporation.

Article VIII  
FISCAL YEAR

The fiscal year of this corporation shall be from the first day of January in each year through the thirty-first day of December in the same year. (Revised July 2004)

Article IX

No member of this corporation shall ever be held liable or responsible for contracts, debts or defaults of this corporation in any further sum than the unpaid dues, if any owing by him or her to the organization or corporation, nor shall any mere informality in organization have the effect of rendering the Articles of Incorporation null or exposing the members to any liability other than as above provided.

Article X

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereinabove. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public

office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) by a corporation exempt from the federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

#### Article XI

Upon the dissolution of the Corporation, the Executive Board shall after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Executive Board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the Parish in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

#### Article XII AMENDMENTS

This Constitution may be amended by a majority vote of the members of the Executive Board voting on the amendment, provided that notice of the proposed amendment has been given, in writing, to the Executive Board members not less than thirty (30) days prior to the amendment being voted on.

## **The Louisiana Public Health Association, Incorporated**

### **BY-LAWS**

#### Article I

#### MEMBERSHIP AND DUES

Section 1. The membership of the Louisiana Public Health Association, Incorporated shall be subject to compliance with the provisions set forth in the preceding Constitution and these bylaws.

Section 2. Membership in this Association shall consist of two categories, which is as follows:

- 1) Individual member – Any person professionally engaged in any branch of public health work or any individual, regardless of domicile, who is interested in public health, shall be eligible for membership, and such membership shall include all privileges of the Association. Regular Member – Open to health professionals other career workers in health field and an individual interested in public health. (Annual dues \$45.00)
- 2) Lifetime Membership – A member of LPHA in good standing at the time of retirement from active employment shall be eligible for and may receive lifetime membership in the Association with no further payment of dues if the following criteria is met:
  - Current member of LPHA;
  - Paid membership dues for at least 10 years at time of request for lifetime membership with the most recent membership year being within the past 3 years of the request;
  - Recognized as having been significantly involved in the activities/operations of the Association such as serving in Leadership capacity or participating in LPHA sponsored activities (excluding LPHA annual conference);
  - Request for lifetime membership presented by member's section to LPHA Executive Board for approval.A Lifetime Member shall be eligible for all privileges of the Association.
- 3) Student Member – Full-time students are eligible for reduced membership fees. To qualify for this benefit, proof of student status (at least 6 hours undergraduate and at least 3 credit hours graduate degree) must be provided with the membership application. Student membership is available up to six years per degree. Proof of student status can be provided via the active Student ID. A Student Member shall be eligible for all privileges of the Association.
- 4) Organizational membership - shall be designed for corporations, organizations or similar entities interested in public health.

Section 3. Admission – Application for membership in the Association shall be made in writing to the Treasurer and one year's dues shall accompany the application. The Executive Board reserves the right to reject and/or revoke membership for cause, enacted by a quorum vote of the Executive Board.

Section 4. In order to be in good standing in the Association, members shall pay dues upon application and thereafter annually.

Section 5. ANNUAL DUES –

INDIVIDUAL MEMBER - \$45.00

STUDENT DUES – \$25.00

ORGANIZATIONAL DUES – \$750.00 (Organization of 25 or fewer employees)

\$1,500.00 (Organization of 26 to 100 employees)

\$2,500.00 (Organization of more than 100 employees)

- a) The dues year will be January 1 through December 31. Dues may be paid at any time during calendar year.
- b) Dues shall be delinquent if not paid by January 31 of the calendar year. A delinquent fee of \$15.00 will be assessed to anyone that has not paid their dues.
- c) The dues year will be January 1 through December 31. Dues may be paid at any time during calendar year.

## Article II

### NOMINATIONS AND ELECTIONS

Section 1. The officers and members of the Executive Board of the Louisiana Public Health Association shall be elected from and by the membership of the Association. Nominations will be made, in writing, to the Nominations Committee. Only members in good standing are eligible to nominate and/or vote. Election shall be by the general assembly at the annual meeting.

Section 2. Each year the Awards and Nominations Committee shall call for and receive nominations for the following officers of the Association as outlined in Article V of these bylaws:

- (a) Every year the ballot shall include candidates for President, President-elect, and Vice President, , .
- (b) Every third year the ballot shall include candidates for Treasurer, Secretary, and the Affiliate Representative to the Governing Council (ARGC), delegate to the American Public Health Association, who shall be nominated and elected in the same manner as the officers.

Section 3. Election shall be conducted by the President during the annual business meeting, as outlined in the Procedure Manual. The list of candidates shall be presented to the assembly prior to receiving nominations from the floor, for any and all offices to be filled. A majority vote of members, in attendance at the annual meeting, is required to elect new officers. The Awards and Nominating Committee members shall serve as tellers. If no candidate receives a majority vote on the first, the candidate receiving the smallest number of votes shall be dropped after each ballot in succession until a majority vote is obtained.

Section 4 - All votes may be destroyed at the close of the annual meeting unless the ballot results are contested and the Chair is instructed by the Executive Board to do otherwise.

### Article III

#### STANDING AND SPECIAL COMMITTEES

Section 1. Standing committees of the Louisiana Public Health Association, Incorporated shall be established by the Executive Board and ratified by the general membership through these bylaws. Standing committees will be as follows:

- (a) Advocacy/Policy
- (b) Communications/Public Relations
- (c) Membership/Partnership
- (d) Awards and Nominations
- (e) Educational and Program

Section 2. Standing committees shall serve from the close of the annual meeting to the close of the next annual meeting, or until their successors have been appointed.

Section 3. Vacancies in standing committee positions shall have any unexpired term filled in the same manner as the original appointment.

Section 4. Standing committee chairmen shall be members of the Executive Board of the Louisiana Public Health Association, Incorporated as enumerated in Article V of the Constitution.

Section 5. Special and ad hoc committees may be created , by the E the Executive Board and appointed by the President as the need is recognized. Members of special committees shall be appointed by the president.

Section 6. Special and ad hoc committee chairmen may be invited by the president to attend meetings of the Executive Board when their presence is beneficial to the business of the Association. Special committee chairmen may report or receive information from the Executive Board during said meetings. Special committee chairmen attend Executive Board meetings without voting privileges and are not counted as part of the quorum.

### Article IV

#### SECTIONS

Section 1. There are hereby established eleven (11) sections, namely:

- (a) Health Administration/Medical Care
- (b) Nursing
- (c) Environmental Health
- (d) Office Professionals
- (e) Laboratory Services
- (f) Health Promotion/Health Education
- (g) Retirees
- (h) Behavioral Health Services
- (i) Food and Nutrition

- (j) Health Informatics & Information Technology
- (k) Student

Section 2. Upon the petition of fifteen (15) members of the Louisiana Public Health Association, Incorporated, the Executive Board may establish a new scientific section, or combine, discontinue or alter existing sections. It is not intended that the petition be required for the Executive Board to merely change the name of a section. Name changes may be approved by the Executive Board by petition from a section.

Section 3. Sections shall elect officers by open or closed ballot. These officers shall normally hold office for a term of one year, beginning at the close of the annual meeting when elected. The Executive Board may approve terms of longer duration, but not to exceed two consecutive years. Section officers may serve any number of terms as long as at least one year has elapsed after serving the two consecutive terms.

Section 4. Section officers shall consist of a chair, vice-chair, secretary, and treasurer if applicable. Duties of these officers include the following Association responsibilities:

- (a) Chair - Representative to the Executive Board and is a voting member; member of the Awards and Nominations Committee and Educational and Program Committee and represents their respective section throughout the year; or designate a section member; notify the section vice chair of expected absences to ensure section representation at all Executive Board and committee meetings.
- (b) Vice Chair - Serves in the absence of the Chair with all prerogatives of the chair and performs other duties as directed by the chair during the year.
- (c) Secretary - Represents the section as a member of the Membership/Partnership Committee and other duties as directed by the Chair.
- (d) Treasurer (if applicable) – maintains the section's finances.

Section 5. Each section has the duty of becoming an active unit for the purpose of carrying out Article II of the Constitution, entitled Object. This may be accomplished by, but not limited to the following:

- (a) Negotiating with officials and other agencies concerning such matters as related to the professional or vocational competency and responsibility of the members of the particular section.
- (b) Cooperative planning of one section with another for attainment of common ends.
- (c) Passing resolutions on behalf of the particular section.
- (d) Recommending courses of action and timely resolutions to the Executive Board and the Executive Committee.

#### Article V

#### OFFICERS, QUALIFICATIONS, AND TERM OF OFFICE

Section 1. The officers of the Louisiana Public Health Association, Inc. shall be a president, resident-elect, vice president, , treasurer, secretary, and ARGC.

Section 2. To qualify for nomination as an officer of this Association, or the delegate to the American Public Health Association, a member must be in good standing with the Association and shall have served at least a one year term on the Executive Board .



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Section 3. No person shall be eligible to serve more than two consecutive terms in the same office except the treasurer, who may serve as many times as elected to the office. Six months shall be considered a term of office when determining eligibility for re-election, except for the vice president serving the unexpired term of the president. Refer to Section 4 for term of office.

Section 4. The officers shall take office at the close of the annual meeting after their election and shall serve until the close of the following annual meeting and/or until their successor is elected.

Section 5. In the event of death, resignation, or incapacity of the president, the vice president shall become president for the unexpired portion of the term.

Section 6. A vacancy in the office of the president elect shall remain unfilled, and a special election for president shall be held at the next annual meeting. The Executive Board shall fill the vacancy of Secretary to serve the unexpired term of office.

Section 7. All vacancies in elective offices, including delegate to APHA and except the designation of president elect, shall be filled by Executive Board appointment for an unexpired term(s) of office. Refer to Sections 3 & 4 of this article for definition of term of office.

Article VI  
DUTIES OF OFFICERS

Section 1. Officer shall perform the duties outlined in the Constitution and Bylaws, as may be assigned from time to time, and the accepted duties of their respective office as prescribed in the adopted parliamentary authority of the Association.

Section 2. An outline of the duties of each officer shall be maintained in the Policy and Procedure Manual and said outline shall be updated periodically and/or as deemed necessary by the Executive Board to accomplish the Association objectives.

Section 3. In the absence of the president, the president-elect, vice president, in that order, shall serve as president. The president-elect shall have the powers and prerogatives of the president during absences.

Article VII  
Communications/Public Relations

Section 1. The Louisiana Public Health Association, Incorporated shall publish an official publication. All funds relative to the publishing of said publication shall be handled through the treasurer and shall be included in the Association budget.

Section 2. All publications, news media releases, resolutions, position statements, and/or other reports or releases are subject to Executive Board approval prior to public announcement.

Article VIII  
MEETINGS

Section 1. The Louisiana Public Health Association, Incorporated shall hold regular annual sessions at such time, of such duration, and at such place as may be determined by the Executive Board.

Section 2. All papers and reports presented at annual or other meetings of the Association shall become the property of the Association.

Section 3. The program of the annual meeting(s) shall provide for time for meetings of the various sections provided for in Article IV of these bylaws.

Section 4. No member shall have more than one vote during annual meetings, and proxy voting is not permitted. A quorum for the annual meeting shall be a majority of the members present and voting during any official meeting of the general membership. However, if conference attendees must leave prior to the Annual Business Meeting they may request a ballot from the registration desk and complete/return in the ballot box located at registration site. Prior notice of said meeting shall be announced.

Article IX  
FINANCES

Section 1. All income to the Louisiana Public Health Association, Incorporated shall be deposited to the account of the Louisiana Public Health Association, Incorporated. Disbursements in payment of accounts of the Association shall be made by the Treasurer, subject to review and approval of the Executive Board. The Treasurer shall report semi-annually to the Executive Board all receipts and disbursements, and the financial status of the Association. The Treasurer and/or other officers and/or members of the Executive Board (including Past Presidents) who may be custodians of Association funds, shall be bonded by the Louisiana Public Health Association, Incorporated in the amount to be determined by the Executive Board.

Section 2. In the event of death or incapacity of the Treasurer, the Secretary shall assume the Treasurer's responsibility until such time as a successor shall be appointed by the Executive Board or otherwise succeeded according to these bylaws.

Section 3. The books of the Louisiana Public Health Association, Incorporated shall be audited annually by an appointee of the President approved by the Executive Board of this Association.

Section 4. Finances of the Louisiana Public Health Association, Incorporated shall be managed in a manner which is consistent with Article VII, Article VIII, Article IX, Article X, and Article XI of the Constitution.

Article X  
PARLIAMENTARIAN AND PARLIAMENTARY AUTHORITY

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Section 1. The immediate past president shall serve as parliamentarian and shall serve as the Association's authority on parliamentary procedure. He/she shall express opinions on points in question when requested to do so by the presiding officer or by any member. He/she shall be familiar with the Association's Constitution and Bylaws and the parliamentary authority.

Section 2. Roberts Rules of Order, Newly Revised, shall govern all proceedings of the Association, Executive Board, Executive Committee, and other official meetings of the Association in all cases in which said rules are applicable and in which they are not in conflict with the Constitution and Bylaws of the Association.

Article XI  
AMENDMENTS

These bylaws may be amended by a majority vote of the members of the Executive Board voting on the amendment, provided that notice of the proposed amendment has been given, in writing, to the Executive Board members not less than thirty (30) days prior to the amendment being voted on. Amendments shall become effective at the time of majority approval.