By Laws of the Iowa Public Health Association Foundation

Revised: 4.11.17

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 in the election of the board of directors.

2. All members may declare his/her affiliation with a Section of IPHA.

3. All members may participate on committees of the Board of Directors.

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 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 or private, nonprofit organizations providing or promoting population health.

6. Corporate Membership
Corporate Members shall be for-profit businesses 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. Members or applicants who present a perceived or actual conflict of interest with IPHA’s mission will be reviewed at the discretion of the IPHA 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 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. Nonpayment of dues shall be a cause for discontinuance of membership.
C. Honorary members shall be exempt from dues.

**Article VII. Officers**

The officers of IPHA shall be a President, President-Elect, Secretary, and Treasurer. The Officers shall have all the powers of the Board of Directors to transact business between Board meetings. All transactions of this Executive Committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors. The Officers will provide staff oversight of any personnel or contract services and other immediate administrative details.

**Article VIII. Terms of Office**

The terms of the Board of Directors shall begin at the close of the election and shall be defined in IPHA policy per position descriptions.

**Article IX. Board of Directors**

A. Composition

There shall be a Board of Directors comprise of the President, the President-Elect, the Secretary, the Treasurer, the Affiliate Representative to Governing Council of American Public Health Association (APHA), and Members-at-Large reflecting Iowa’s Congressional districts.

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

8. Present recommendations regarding matters of policy and procedures; strategic planning, and advocacy

9. Additional duties may be specified in position descriptions as adopted by the Board of Directors

**Article X. 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 of Directors.

Committees may be standing (e.g., Nominating, Membership, Advocacy, Finance, Education/Programming, Development and Marketing) or other ad hoc committees formed as needed.

**Article XI. Quorums**

A quorum of the Board of Directors shall consist of a majority of the board. A quorum of the Executive Committee shall consist of a majority of the Officers.

**Article XII. 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. Establish and submit an action plan to the Board of Directors for approval each year.

2. 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 XIII. By Laws Amendments

These by laws 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. By laws 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 XIV. Elections

A. The Board of Directors of the Association shall be elected by majority vote annually. Voting shall be conducted by electronic ballot. Notice of nominations by the Nominating Committee shall be provided to the membership by December 15. Write-in candidates will be allowed in the event that there are an insufficient number of candidates to fill open Board of Directors positions. Elections shall occur during the month of January.

B. Results of the election shall be announced to the membership within 10 business days following the close of the election. The Board of Directors shall elect Officers during its meeting immediately following annual elections.

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. Any vacancy on the Board of Directors shall be filled through appointment by the President and approval of the Board of Directors.

Article XV. 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.