

**By-Laws of the Florida Public Health Association, Inc.
A Corporation Not For Profit**

Article 1. Name of the Corporation.

The name of the corporation is: Florida Public Health Association, Inc., A Corporation Not For Profit.

Article 2. Purposes and Objectives.

2.1 The purposes and objectives for which this Corporation is formed are:

2.1.1 To instill and promote the art and science of maintaining, protecting, and improving the health of people within the State of Florida.

2.1.2 To promote the advancement and improvement of State Health Services and Programs within the State of Florida through organized, non-partisan efforts of the providers and consumers of health services.

2.1.3 To develop, through scientific, philosophical and social forces, a broad appreciation of the innate dignity and quality of human life.

2.1.4 To encourage and provide for the professional and education advancement of individuals working and interested in the broad field of Health Services.

2.1.5 To formulate position statements affecting or relating to the provisions of Health Services through scientific review and investigation.

Article 3. Membership.

3.1 ***Qualification of Members.*** Any person, organization, trust, foundation, firm, group, society, agency, corporation, association, partnership, or any combination thereof which is associated with or engaged in the provision and/or promotion of Health and/or Health-related Services may be eligible for membership in this corporation.

3.2 *Categories of Membership.*

3.2.1 ***Active Member.*** Any person shall be eligible to become an Active Member of this Corporation. Such person, prior to becoming an active member must: (a) complete and submit the membership application; (b) pay the annual dues; and (c) be enrolled in the active membership roll of the Corporation by the Executive Office.

3.2.2 ***Student Member.*** Any person who is currently enrolled as a full-time student in an accredited Florida College or University and who complies with the provisions of Active Membership (see Article 3, Section 3.2.1) shall be placed in this membership category. Student Members fulfilling the obligations of Active Membership and maintaining a full-time student status shall receive full voting rights and privileges. Student Members shall also be entitled to receive reduced rates for membership and for the Annual Educational Conference as set by the Board of Directors upon recommendation of the Membership Committee.

3.2.3 Senior Member. Any person age 62 or older who complies with the provisions of Active Membership (see Article 3, Section 3.2.1) shall be placed in this membership category. Senior Members fulfilling the obligations of Active Membership status shall receive full voting rights and privileges. Senior Members shall also be entitled to receive reduced rates for membership as set by the Board of Directors upon recommendation of the Membership Committee.

3.2.4 Sustaining Member. Any organization, trust, foundation, firm, corporation, society, association, or partnership which supports the Corporation's mission and is associated with or engaged in the provision of health services or one that desires to support Corporation activities may be eligible to be a Sustaining Member. Such entity must submit a complete membership form or a letter requesting approval as a Sustaining Member. Upon approval by the Board of Directors, an appointment can be made of one individual representative as a non-voting member of the association. The membership dues and membership privileges shall be set by the Board of Directors upon recommendation of the Membership Committee.

3.2.5 Health Agency Member. Any county health department, governmental agency, non-profit organization, or educational agency involved in the support or provision of community health services may be eligible to be a Health Agency Member. The entity must submit a form for such a membership. The membership fee and privileges shall be set by the Board of Directors upon recommendation of the Membership Committee.

3.2.6 Life Member. Any person who has been an Active Member in good standing of the Corporation for at least ten (10) years and who is disabled or retired from active employment may be eligible to become a Life Member of this Corporation. Such person must: (a) complete and submit the membership application to the Executive Board; (b) be recommended for Life Membership by the Executive Board; (c) be approved for Life Membership by the Board of Directors upon the recommendation by the Executive Board; and (e) upon approval be enrolled in the Life Membership roll of the Corporation by the Membership Committee. Life Members shall not be required to pay annual dues or registration fees for Corporation sessions.

3.2.7 Honorary Member. Any person, organization, trust, foundation, firm, group, society, agency, corporation, association, partnership, or any combination thereof which is associated with or engaged in the provision of Health Services may be eligible to be recommended for an Honorary Member Membership of this Corporation. The recommendation of the Executive Board must be approved by a Resolution of the Board of Directors. If the recommendation for Honorary Membership is approved, such Honorary Member shall be enrolled in the Honorary Membership roll of the Corporation by the Membership Committee.

3.3 Renewal of Membership. All Active, Student, Sustaining, and Health Agency Members must renew their membership on or before such date or dates as may be determined by Resolution of the Board of Directors. Life Members and Honorary Members need not renew their memberships once granted by the Board of Directors. The membership of a member shall not be renewed until all required dues are paid by member to the Corporation.

3.4 Voting Rights of Members. Active, Student, and Life Members shall be entitled to cast one vote on any issue requiring a vote of the Membership. Honorary Members shall have no voting rights in this corporation.

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3.5 *Revocation/Termination of Membership.* The membership of any member of the Corporation may be revoked or terminated, with or without cause, by a two-thirds (2/3) vote of the entire Board of Directors. Membership may also be terminated automatically upon the failure to pay required dues.

3.6 *Secondary Section Affiliation.* Any member of the Corporation may enroll and become a voting member of more than one Section for a nominal annual membership fee for additional Section membership, to be determined by a majority vote of the voting members of the Board.

Article 4. Dues.

4.1 The Board of Directors shall have the power and authority to determine regular or special dues and any reinstatement penalties in sums as may be deemed necessary and/or reasonable.

4.2 The failure to pay any dues shall render the member inactive.

4.3 Student Members shall pay one-half regular annual dues to the Corporation.

4.4 Honorary Members shall be exempt from paying all membership dues and registration fees.

4.5 All dues shall be payable to the Corporation and shall be sent to and/or collected by the Executive Officer no later than the date as determined by the Board of Directors.

Article 5. Officers of the Corporation.

5.1 ***Number.*** The Officers by whom the affairs of this Corporation shall be managed are the President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, three (3) Board Members at Large. (3)

5.2 Manner of Selection

5.2.1 The President of the Corporation shall not be elected. The President-Elect shall be appointed President of the Corporation by the Board of Directors upon the expiration of the President's term of office.

5.2.2 Other officers of the Corporation shall be elected by secret ballot by a majority of the eligible voting members of the Corporation.

5.2.2.1 The Official election ballot shall be created for the offices of President-Elect, First Vice-President, Second Vice-President, with the Secretary and Treasurer (to be elected on alternate years), Board Member At Large (three (3) offices, each with a three (3)-year term, one to be filled each year), the Southern Health Association (SHA) and American Public Health Association (APHA) representatives (each with a three (3)-year term to be elected in different years).

5.2.2.2 Official election ballots shall be mailed to the voting members at least 30 days prior to the Annual Business Meeting. Items to be presented on the ballot will include, but not be limited to election of officers and By-laws changes. Ballots must be received by the Chairperson of the Nominating Committee in care of the Corporation office no less than seven (7) calendar days

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5.3 Qualifications.

5.3.1 All candidates for office and all officers of the Corporation must be Active Members in good standing with the Corporation.

5.3.2 For an Active Member to be eligible to serve as President or President-Elect of the Corporation, he/she must have been an Active Member in good standing for at least than five (5) years prior to taking office and shall have been any one or more of the following during the three (3) years immediately preceding the taking of office: an elected Officer; member of the Board of Directors; or, Chairperson of a Special Section or Standing Committee.

5.4 Term.

5.4.1 The term of Office of President shall be one (1) year or until the President-Elect is duly appointed President by the Board of Directors.

5.4.2 The term of the President-Elect and, First Vice-President shall be one (1) year or until their respective successors are duly appointed and installed in office. The term of Second Vice-President shall be one (1) year or until his/her respective successors are duly elected and installed in office. The term of the at-large member shall be three (3) years or until their respective successors are duly elected and installed in office.

5.4.3 The terms of the office of the Secretary and Treasurer shall be two (2) years or until their respective successors are duly elected and installed in office.

5.4.4 The terms of the SHA and APHA representative shall be three (3) years or until their respective successors are duly elected and installed in office.

5.4.5 The President, President-Elect, First Vice-President and Second Vice-President shall not succeed themselves in office and no person shall hold more the one (1) office on the Board of Directors at any one time unless otherwise provided for in these By-Laws.

5.5 Powers, Duties, and Responsibilities.

5.5.1 **Executive Board.** The Officers of the Corporation shall constitute the Executive Board of the Corporation and shall: (a) create and abolish such committees as deemed necessary by the Board, standing committees may be abolished only as otherwise provided in these By-Laws; (b) adopt such internal rules and procedures as it may deem necessary; (c) adopt and approve such forms as it may deem necessary; and (d) delegate such, duties, and responsibilities to the Officers and Committees of the Corporation as it may deem appropriate. The Executive Board may make contracts and incur liabilities; borrow money at such rates of interest as the Board may approve; issue its notes, bonds, and other obligations by mortgage; and pledge of all or any of its property, franchises, or income in such amounts as may be provided in the annual budget of the Corporation or as may otherwise be authorized by the Board of Directors. The Executive Board shall have the power and authority to increase an approved budget by no more than a total of ten (10) percent during any fiscal year without approval of the Board of Directors. Likewise, line item changes in an approved budget may be made in the discretion of the Executive Board

without approval of the Board of Directors.

5.5.2 *President*. The President shall be the Chief Executive of the Corporation and shall be the Chairperson of the Board of Directors and Executive Board. He/she shall: (a) make appointments to all committees as needed; (b) appoint the Chairperson of all committees from among their respective members; (c) be an ex-officio member of all committees; (d) designate the committees to which the Vice-Presidents shall be appointed; (e) have and/or delegate such powers, duties, and responsibilities to the officers and members of this Corporation as he/she may deem necessary to achieve the Purposes and Objectives of the Corporation; (f) preside at and conduct all meetings of the Executive Board, Board of Directors, and regular and special meetings of the membership of the Corporation; and (g) be the official spokesperson for the Corporation.

5.5.3 *President-Elect*. The President-Elect shall assume the duties of the President upon appointment by the Board of Directors and shall serve as a member of the Executive Board and Board of Directors. He/she shall also have and/or perform such power, duties, and authority as shall be delegated to him by the President and/or the Board of Directors.

5.5.4 *Vice-Presidents*. The Vice-Presidents shall be members of the Executive Board and Board of Directors. One Vice-President shall, at the discretion of the President, be appointed a voting member of each standing and special committee. In the temporary absence or incapacity of the President, one of the Vice-Presidents, in order of rank, shall act as President Pro Tem of the Corporation for the purpose of calling a meeting of the Executive Board or acting as Chairperson Pro Tem of any meeting of the Executive Board until a President or Chairperson is appointed as provided by these By-Laws. The Vice-Presidents shall have and perform such other powers, duties, and responsibilities as may be delegated by the President and/or the Board of Directors.

5.5.5 *Secretary*. The Secretary shall be a member of the Executive Board, Board of Directors, and the Membership Committee. The Secretary shall record and certify the minutes of all meetings of the members of the Corporation, Executive Board, and the Board of Directors; shall publish all notices of meetings and perform such other duties as prescribed by the President and/or the Board of Directors.

5.5.6 *Treasurer*. The Treasurer shall develop financial recommendations for approval by the Board of Directors, and prepare with the assistance of the Finance Committee the annual operational budget for approval by the Board of Directors prior to December 31 each year. The Treasurer shall oversee full and accurate accounts of receipts and disbursements and render an account thereof at the Annual Meeting to the members of the Corporation. The Treasurer shall chair the Finance committee and will be an ex-officio member of the Auditing committee. The Treasurer shall perform such other duties as may be prescribed by the President or the Board of Directors.

5.5.7 *Executive Director*. While not an officer of the Corporation, the Executive Director shall be appointed by the Board of Directors to administer the daily operations of the Corporation in cooperation with the elected officers. The Executive Director shall have custody of and maintain all of the certified corporate records; shall receive and process all membership applications, allocating each to the appropriate class as provided by these By-Laws; maintain all membership rolls for the Corporation and for all special sections; certify to the Executive Board and Nominating Committee those members, by class, who are eligible to vote and to hold office; mail out ballots for the annual corporation elections and by-law changes to currently paid members;

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notify the Membership Committee of all delinquent members of the Corporation; shall serve as an ex-officio member of the Membership Committee.

5.6 *Removal of Officers.* The Board of Directors may remove any officer by a three-fourths (3/4) majority vote of the remaining members of the Board of Directors.

5.7 *Vacancies.* In the event the President shall be unable to serve as President, one of Vice-Presidents, in order of rank, shall be appointed President by the Board of Directors, provided that the Vice-President shall meet all qualifications of the office of President prior to appointment. All other vacancies in any office, including that of President in the event neither of the Vice-Presidents meet the qualifications for President, shall be filled by a two-thirds (2/3) majority vote of the Board of Directors. In the case of the absence of any officer of the Corporation or for any reason that three-fourths (3/4) of the Board of Directors may deem sufficient, the Executive Board may delegate the powers and/or duties of such Officer or Officers to any other Officer or Director for the time being, provided two-thirds (2/3) of the Executive Board are present and concur.

5.8 *Compensation of Officers.* No income may be inured to the benefit of any officer, director, or members.

5.9 *Notice of Meetings.* Notice of meetings, other than the regular annual meeting, shall be given by the Secretary to each Officer by written communication at least five (5) days before the date designated for such meeting. At any meeting of the Executive Board at which five or more Officers shall be present, although held without notice, any business may be transacted as if the meeting had been duly called.

5.10 *Voting.* At all meetings of the Executive Board each Officer shall have one (1) vote. The act of the majority of the officers present at an Executive Board Meeting at which a quorum is present shall be the act of the Executive Board.

5.11 *Quorum.* At any meeting of the Executive Board, a majority of the Board shall constitute a quorum for the transaction of business, but in the event of a quorum not being present, the meeting may be adjourned to a future time, no more than fourteen (14) days later. If a quorum shall not be present at any meeting of the Executive Board, those Officers present may adjourn the meeting, until a quorum shall be present; or, upon a unanimous vote of those officers present, may conduct such business as would otherwise properly come before the Executive Board. Any action(s) taken by such Officers must be approved, in writing, upon the minutes of the meeting, within ten (10) days, by a majority of all Officers before such action(s) shall be considered or deemed the act(s) of the Executive Board.

Article 6. Meetings of the Memberships.

6.1 *Annual Meeting.* The annual meeting of the members of the Corporation shall be held at such places as the Board of Directors may determine, on such day or days and at such time as may be determined by Resolution of the Board of Directors. The Secretary shall serve a written notice thereof, not less than ten (10) or more than sixty (60) days prior to the date set for that meeting addressed to each member at his/her address as it appears on the membership rolls of the Corporation.

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6.2 *Special Meetings.* Special meetings of the members, other than regional meetings and those regulated by statute, may be called at any time by a majority of the Board of Directors. Notice of such special meeting stating the purpose for which it is called shall be served by written communication, by the Secretary, not less than five (5) days before the date set for such meeting. If mailed, it shall be directed to a member at his/her address as it appears on the membership rolls.

The Executive Board shall also, in like manner, call a special meeting of the membership whenever so requested in writing by no less than fifty (50) voting members of the Corporation. No business other than that specified in the call for the meeting shall be transacted at any such meeting of the members, except upon a three-fourths (3/4) majority of all the members present.

6.3 *Voting.* At all meetings of the members of the Corporation each Active, Student, and Life Member shall be entitled to one (1) vote to for each proposal presented at the meeting requiring a vote of the members .

6.4 *Proxy.* Each proxy must be executed in writing by the voting member of the Corporation, or his duly authorized attorney. No proxy shall be valid after the expiration of thirty (30) days from the date of its execution. The form of the proxy shall be as authorized and adopted by the Board of Directors.

6.5 *Quorum.* Fifty (50) voting members plus at least three (3) Officers of the Corporation shall constitute a quorum for the purpose of conducting official Corporation business at any annual or special meeting of the voting members of the Corporation. However, any number of members, even if less than a quorum, may adjourn the meeting from time to time and place to place in order to promote the Purposes and Objectives of the Corporation.

6.6 *Regional Meetings.* The Executive Board or the Continuing Education Committee may call a meeting of the members within a designated area of the State of Florida. This meeting shall occur no less than thirty (30) days prior to the call of such meeting, with not less than fourteen (14) days notice being given to the members within the designated area. Notice of such meeting may be by written communication to each member within the designated area. No business of the Corporation requiring a vote of the members may be transacted at such a meeting. Such meetings shall be known and designated as "Regional Meetings;" the primary purpose of which shall be to promote the Purposes and Objectives of the Corporation or any Special Section thereof.

Article 7. Directors of the Corporation.

7.1 *Number.* The Board of Directors of this Corporation shall include the President, President-Elect, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, the Chairperson of each "Special Section," three (3) Board Members at Large of the Corporation elected by the voting members of the Corporation, the Editor of the Website, the Editor of the FPHA Newsletter, the elected representative to the Southern Health Association, the elected representative to the American Public Health Association, and the Chairperson of each of the Standing Committees. The number of members of the Board of Directors may be increased or decreased by a three-fourths (3/4) majority vote of the entire Board of Directors.

7.2 *Qualifications.* Appointed Board Members must be Active Members of the corporation. Elected Members At Large will be voted on in the same manner as the Officers of the Corporation.

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7.3 Manner of Selection. Those Active Members receiving a plurality of the votes shall be Board Members At Large in such number as shall be determined in advance of such election. In addition to elected "at large" members, the Board of Directors may appoint no more than three (3) Active Members to the Board. With the exception of the Chairpersons of the Standing Committees, appointed members of the Board shall be non-voting members of the Board.

7.4 Powers and Duties. The Board of Directors shall have general control of the affairs of the Corporation. The Board of Directors may delegate such powers, authority, duties, and responsibilities to the Executive Board as they may deem proper. The Board of Directors may receive gifts, bequests, donations, grants, and property, both real and personal, tangible and intangible for the use and benefit of the Corporation in order to promote the Purposes and Objectives of the Corporation. In addition, the Board of Directors shall: (a) approve the annual budget of the Corporation and any amendments thereto which shall increase said budget, as approved, by more than a total of ten percent (10%) during any fiscal year; (b) have the power and authority to authorize the expenditure of Corporate funds and/or hypothecation of Corporate assets to fund scientific and/or education projects, and to award scholarships in keeping with the Purposes and Objectives of the Corporation; (c) abolish any committee created by the Executive Board and/or amend or modify the powers, duties, and responsibilities of such a committee provided however, that at least two-thirds (2/3) of all the Directors vote to abolish, amend, and/or modify such committee; (d) abolish Special Sections as shall be provided in these By-Laws; (e) approve, disapprove, or amend the Purposes and Objectives and the internal rules and/or regulations of Special Sections; (f) adopt such Resolutions as the Directors may approve by a majority vote of all Directors present and voting; and, (h) appoint the Corporation's delegates and alternate delegates to Associations and non-profit health or health service oriented organizations that promote or inculcate any Purpose and Objective of the Corporation.

7.5 Director's Meetings. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the Corporation, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time or shall be called by the President or the Secretary upon the request of five (5) or more Directors.

7.6 Notice of Meetings. Notice of meetings, other than the regular annual meetings, shall be given to each Director by written communication, at least ten (10) days before the date of the designated for such meeting. The notice will include the day of mailing, the time and place of such meeting, and the business of the called meeting. No business other than that specified in such notice shall be transacted at any special meeting.

7.7 Voting. At all meetings of the Board of Directors, each Director, except those appointed as provided in paragraph 7.3 of these By-Laws, shall have one (1) vote (co-chairs of "Special Sections" or Standing Committees shall share a single vote). The act of the majority of the Directors present at a meeting at which a quorum is present shall be an official act of the Board of Directors.

7.8 Vacancies. Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by: (a) two-thirds (2/3) vote of the Directors when the vacancy is one which was held by an officer of the Corporation; (b) two-thirds (2/3) vote of the Directors when the vacancy was held by a Chairperson of a Special Section provided, however, that such vacancy shall be filled by a voting member in good standing of such Special Section; and (c)

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three-fourths (3/4) vote of the Directors when the vacancy is one which was held by a member elected by the voting members of the Corporation. A vacancy created by a Director appointed pursuant to paragraph 7.2 of these By-Laws need not be filled by the Directors and in such case the number of Directors shall automatically be decreased by the number of such Director vacancies. In the event a Special Section shall be abolished, the Director member representing such Special Section shall cease to be a Director and in such case the number of Directors shall automatically be decreased by the number of such Director vacancies.

7.9 Removal of Directors. Any of the Directors may be removed either with or without cause, at any time as provided for in these By-Laws:

7.9.1 Officer Members. Those Directors who hold such position as a result of being an Officer of the Corporation may be removed as a Director by a three-fourths (3/4) majority vote of the entire Board of Directors. If an Officer is removed from his respective office, such Officer shall, at the same time, be automatically removed from his respective office in the Corporation.

7.9.2 Special Section Members. Those Directors who hold such position as a result of being an Officer of the Corporation may be removed as a Director by a three-fourths (3/4) majority vote of the entire Board of Directors. If an Officer is removed from his respective office, such Officer shall, at the same time, be automatically removed from his respective office in the Corporation.

7.9.3 Elected Members. Those Directors elected to the Board may be removed by a three-fourths (3/4) vote of the entire Board of Directors.

7.9.4 Appointed Members. Those Directors appointed to the Board pursuant to paragraph 7.2 of these By-Laws may be removed by a majority vote of the Directors present and voting.

7.10 Waiver of Notice. Whenever by statute, the provisions of the Articles of Incorporation or these By-Laws, the voting members of the Board of Directors are authorized to take any action after notice; such notice may be waived, in writing, before or after the holding of the meeting, by the person or persons entitled to such notice.

7.11 Quorum. At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business.

Article 8. Standing Committees.

8.1 Auditing Committee. The Auditing Committee shall consist of at least four (4) members. Of the members, one (1) shall be a Vice-President, and one (1) shall be the Treasurer who shall be an ex-officio non-voting member. The Vice-President and Treasurer shall serve on the committee for the duration of their perspective terms in office. The remaining members shall serve for a term of two (2) years. This Committee shall: (a) file such financial reports with the Executive Board and Board of Directors as may be requested by said Boards; (b) audit an annual report of the fiscal status of the Corporation in conjunction with the Treasurer, for presentation at the annual meeting; and (c) have and perform such other powers and duties as may be delegated to the Committee by the Executive Board or Board of Directors.

8.2 Awards Committee. The Awards Committee shall consist of no less than four (4) members as shall be established by the Executive Board. Three (3) members of the Committee shall be past

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presidents of the Corporation and one (1) member shall be a Vice-President. The term of each member shall be one (1) year. The Committee shall receive and recommend to the Executive Board the names of those persons who, in the opinion of the Committee, have rendered outstanding service in the field of health and health related services within the State of Florida for special recognition or the presentation of an award by the Corporation. Any special recognition or award approved by the Executive Board must be approved by Resolution of the Board of Directors. Such awards and special recognition's shall be presented to the recipients at the annual meeting of the Corporation or at such other meeting of the members of the Corporation as the Board of Directors may determine.

8.3 *Educational Conference Planning Committee.* The President-Elect shall serve as Co-Chair of this committee and the President will appoint the other Co-Chair, along with members, including, but not limited to, one (1) Vice President and all section chairs or their appointed representative. Special subcommittee chairs shall be appointed from this body to included, but not limited to: Continuing Education, Exhibits, Local Arrangements. The chair and each subcommittee chair have the opportunity to solicit membership from the general membership. All members serve one (1) year. The Committee shall plan, promote, and hold the Annual Educational Conference and shall work in conjunction with the Executive Office and the Awards Committee Chair. This Committee shall review, recommend, promote, and develop other educational programs and activities that promote the purposes of the Corporation.

8.4 *Legislative Committee.* The Legislative Committee shall consist of no less than three (3) members as shall be established by the Executive Board. One (1) member shall be the Immediate Past President, one (1) member shall be the President-Elect, and one (1) member shall be a Vice-President. All members shall serve for a term of one (1) year and may succeed themselves as members of the Committee. This Committee shall review, recommend, and promote favorable legislation in health and health service related fields in keeping with the Purposes and Objectives of the Corporation, and shall take such action as shall be authorized by the Executive Board and/or by Resolution of the Board of Directors. The Committee shall also have and perform such other powers and duties as may be delegated by the Executive Board.

8.5 *Membership Committee.* The Membership Committee shall consist of one (1) Vice-President, the Secretary, the Executive Director (ex-officio), one (1) Active Member from each Special Section, elected by the voting members of such Special Section, and no more than five (5) additional members as shall be established by the Executive Board. The term of the Special Section members, Vice-President, and appointed members shall be one (1) year. The term of office of the Secretary shall be the same term as that of his/her office. The Membership Committee shall: (a) recommend to the Executive Board ways of gaining new members and retaining old members; (b) recommend dues and privileges and their effective dates for membership categories to the board of directors for approval and dissemination; and (c) have and perform such other powers, duties, and responsibilities as may be delegated by the Executive Board. The Membership Committee shall revoke the membership of any member required to pay dues and who shall fail to pay such dues within thirty (30) days after such dues are due and payable, as provided in these By-Laws or as may be provided by the Board of Directors.

8.6 *Nominating Committee.* The Nominating Committee shall consist of the Immediate Past President, a Vice-President, and additional members as shall be established by the Executive Board provided however, that there shall be no more than one (1) member from each Special Section appointed to serve on this Committee, unless the number of Special Sections shall be less

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than the total number of members serving on this Committee. The term of office of each member shall be one (1) year. This Committee shall prepare a ballot from the Active Membership Roll, as certified to this Committee by the Membership Committee, consisting of two (2) nominees for each office to be filled by vote of the voting members of the Corporation. No name shall be placed in nomination unless such person shall, at the close of the membership year, meet all the qualifications of the office for which he/she has been nominated and has consented, in writing, to this Committee that he/she will serve if elected.

8.6.1 Any Active Member who meets the qualifications for an office and who desires to be placed on the ballot for an office shall have his/her name placed upon the ballot provided such Active Member shall be proposed for such office by a petition signed by no less than twenty-five (25) of the voting members of the Corporation. Such petition must be filed with the Membership Committee no less than sixty (60) days prior to mailing of the ballot for certification of the signatures on the petition. The Membership Committee shall forward said nomination and petition within ten (10) days after receipt thereof to the Nominating Committee for inclusion on the ballot.

8.6.2 The Nominating Committee shall prepare, certify, and forward the ballot to the Executive Board no less than thirty (30) days prior to the date set for the mailing of the ballot to the membership.

8.6.3 The Nominating Committee shall have and perform such other powers, duties, and responsibilities as shall be delegated to the Committee by the Board of Directors.

8.7 **Finance Committee.** The Finance Committee shall consist of at least five (5) members. Of the members, one (1) shall be a Vice President, one (1) shall be the Editor of the Website, and one (1) (the Chairperson) who shall be the Treasurer of the Corporation. The Committee, in consultation with the Executive Director, shall develop an operational budget for the Corporation. This final budget proposal shall be submitted to the Board of Directors for approval no later than December 31 each year.

8.8 **Academic Committee.** The membership of this standing committee includes FPHA members who are faculty, administrators, coordinators, and students associated with academic institutions throughout Florida and are invested in the education and training of the future public health workforce. The membership is inclusive of all interested FPHA members involved with the education of public health and health-related students invited to participate. The Chair is an Active Member of the Committee and will be appointed by the President each year. As a Chair of a Standing Committee, the Academic Committee Chair will serve as a voting member of the Board of Directors. The Chair will develop a roster of members each year to ensure that communications about meetings and activities are distributed to the membership. The Chair will also appoint a Vice Chair and Secretary for the committee.

8.9 **Abolition.** Any Standing Committee created in these By-Laws may be abolished by a three-fourths (3/4) vote of the entire Board of Directors.

8.10 **Voting.** At all meetings of the Standing Committees, each member shall be entitled to one (1) vote unless such member has been designated an ex-officio non-voting member of said

Committee by these By-Laws The act of a majority of the voting members of a Standing Committee present and voting at a meeting at which a quorum is present shall be the act of the Committee.

8.11 ***Quorum.*** At any meeting of a Standing Committee a majority of the members shall constitute a quorum for the transaction of any business, but in the event of a quorum not being present, a less number may adjourn the meeting to a future time no more than ten (10) days later. If a quorum shall not be present at any meeting of a Standing Committee, those members present may adjourn the meeting, until a quorum shall be present, or upon a unanimous vote of those voting member present, may conduct such business as would otherwise properly come before the Committee provided that any action(s) taken by such members must be approved, in writing upon the record of such meeting, within ten (10) days, by a majority of all members before such action(s) shall be considered or deemed the act(s) of the Committee.

8.12 ***Notice of Meetings.*** Standing Committee meetings may be called by the President or the Chairperson of the Committee upon no less than five (5) days notice to each member. Notice may be given by written communication. At any meeting where a majority of the members of a Standing Committee shall be present, although held without notice, any business may be transacted as if the meeting had been duly called.

Article 9. Special Sections.

9.1 ***Creation of Special Sections.*** In order to promote development and interest in the areas of health and health service activities as provided in the Purposes and Objectives of this Corporation, the Board of Directors may create Special Sections which shall be organized and function as hereinafter provided in these By-Laws:

9.1.1 The Board of Directors may by a three-fourths (3/4) vote of all the Directors create a Special Section upon the Board's own motion or upon the petition of no less than twenty (20) voting members, in good standing, of the Corporation.

9.1.2 The members of a proposed Special Section shall, prior to creation, prepare and maintain: (a) a statement of its purposes and objectives which shall not be inconsistent with the Purposes and Objectives of the Corporation; (b) rules and regulations governing the election of officers, their powers, duties, responsibilities; (c) the qualification(s) for membership in the Section, if any; (d) the number of members necessary to constitute a quorum; (e) the procedure, methods, and grounds, if any, for the removal of Section Officers and Section Members which shall not conflict with any provisions of requirements and validation of Section actions; and (g) rules and regulations governing the management of the affairs of the Special Sections. Only Special Section members enrolled in the membership rolls of the Membership Committee shall be deemed to be members of such Special Section.

9.1.3 All requirements set forth in subparagraph 9.1.2 of these By-Laws must be approved by a two-thirds (2/3) vote of the entire Board of Directors prior to the creation of a Special Section. Any amendment thereto much also be presented to and approved by a two-thirds (2/3) vote of the entire Board of Directors.

9.1.4 A Special Section may be created at any time by the Board of Directors provided, however, that the Chairperson of such Special Section shall not become a member of the Board of Directors

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and the number of Directors shall not be increased until the annual meeting immediately next following the creation of such Special Section. All other powers, duties, and responsibilities delegated to the Chairperson and designated members of a Special Section by these By-Laws shall be stayed until the annual meeting immediately next following the creation of such Special Section.

9.2 *Membership.* Any member of the Corporation which meets the qualification(s) for membership in a Special Section may become and shall be enrolled as a member of such Special Section provided, however, that a member may be enrolled as a voting member of one (1) Special Section. Membership in a Special Section shall not be withheld from any member of the Corporation except for good cause shown by the Chairperson of such Special Section.

9.3 *Fees.* No Special Section shall charge any regular or special dues nor require the payment of any penalties. The Board of Directors shall have the power and authority, upon request of a majority of the Officers of any Special Section, to approve such fees and assessments as the Board of Directors in their sole judgment may deem necessary to promote the Purposes and Objectives of the Corporation. All Special Sections authorized to collect fees and/or assessments shall prepare a budget for the expenditure and/or hypothecation of such funds, and present it to the Executive Board for approval. Any fees and assessments authorized and collected by a Special Section shall be transmitted to the Treasurer of the Corporation and deposited in the general fund of the Corporation for the use and benefit of such Special Section unless otherwise provided by the Board of Directors.

9.4 *Secondary Section.* Any member, in good standing, of the Corporation enroll and become a voting member of more than one Section for a nominal annual membership fee, as determined by the Board of Directors.

9.5 *Abolition of Special Sections.* Any Special Section may be abolished by a three-fourths (3/4) majority vote of the entire Board of Directors upon giving no less than thirty (30) days written notice thereof to the Chairperson of such Special Section. A Special Section may be abolished with or without cause or at such times as the Active Voting Members of a Special Section shall be less than twenty (20).

9.6 *Educational Meetings.* Special Sections, in conjunction with and with the approval of the Continuing Education Subcommittee, may organize and hold such educational meetings, conferences, and/or seminars to promote the purposes and objectives of such Special Section and the Corporation as may be determined by such Special Section and Continuing Education Subcommittee.

9.7 *Conflicting Provision Prohibited.* No Special Section shall adopt any rule, regulation, purpose, objective, procedure, or policy which shall be in conflict with any provision of the Articles of Incorporation, these By-Laws, or any rule, regulation, or Resolution adopted or approved by the Board of Directors.

Article 10. Fiscal Year.

The Fiscal Year of the Corporation shall coincide with the calendar year. However, the Board of Directors may change the fiscal year of the Corporation by a Resolution of the Board approved by a with a three-fourths (3/4) majority vote of the entire Board of Directors.

Article 11. Rules of Order.

Unless specifically provided otherwise in the Articles of Incorporation, these By-Laws, or the rules and regulations duly adopted by the Board of Directors and/or Executive Board "Robert's Rules of Order" latest edition, shall be followed at all meetings.

Article 12. Seal of the Corporation.

The Corporate Seal shall have the name of the Corporation with the word "Seal" and phrase "Corporation Not For Profit" inscribed thereon, and may be facsimile, engraved, printed, or an impression seal.

Article 13. Voluntary Dissolution.

13.1 This Corporation may be voluntarily dissolved only at an annual meeting of the Active membership of this Corporation by no less than a three-fourths (3/4) vote of the Active Voting Members of the Corporation present and voting. For the purpose of voting on a proposal to dissolve this Corporation a voting member may be present in person or by proxy or by absentee ballot.

13.2 Any proposal to dissolve this Corporation must first be approved by no less than a three-fourths (3/4) affirmative vote of the entire Board of Directors vote of the entire Board of Directors of this Corporation, whereupon, the Board of Directors shall propose the dissolution of this Corporation to the Active Voting Membership of this Corporation for ratification and approval.

13.3 Upon dissolution of this Corporation the Board of Directors shall, by Resolution of the Board, dispose of all assets of the Corporation which shall provide for distribution exclusively to charitable, scientific, educational, or other non-profit organizations actively operating within the State of Florida and which would then qualify as exempt from taxation under provisions of Section 501 (c) (3) of the Internal Revenue Code and Regulations as they now exist or they may hereafter be amended.

13.4 Prior to the distribution of the Corporation's assets all legal and outstanding debts, obligations, and notes of the Corporation shall be paid and satisfied out of the Corporation's assets.

Article 14. Amendment of the By-Laws.

14.1 These may be amended by the voting members of the Corporation. A majority of all votes cast by the voting members of the Corporation shall be required to amend these By-Laws unless otherwise specifically provided in these By-Laws.

14.2 All amendments to these By-Laws shall be proposed to the voting members of the Corporation by the Executive Board upon an affirmative vote of a majority of the Board of Directors unless otherwise specifically provided in these By-Laws. For the purpose of voting on a proposed amendment, voting members of the Corporation entitled to vote thereon may vote in person or by ballot as otherwise provided in these By-Laws.

14.3 Amendments to these By-Laws may be proposed to the Board of Directors by the written petition of no less than twenty-five (25) voting members of the Corporation.

14.4 Any amendment to these By-Laws, duly and properly approved shall become effective at the annual meeting of the Corporation immediately next following the adoption of such amendment unless another effective date is specifically provided in said amendment.

Article 15. Amendment of the Articles of Incorporation.

15.1 The Articles of Incorporation of this Corporation may be amended only by a majority vote of the Active Members of this Corporation. All proposed amendments to the Articles of Incorporation shall be approved by a two-thirds (2/3) affirmative vote of the entire Board of Directors of this Corporation prior to such amendment being proposed to the voting members of this Corporation for ratification and adoption.

15.2 A two-thirds (2/3) majority vote of all voting members shall be necessary for ratification and adoption of said amendment. For the purpose of voting on a proposed amendment, a voting member may be present in person or vote by ballot as otherwise provided in these By-Laws.

15.3 Amendments to the Articles of Incorporation may be proposed to the Board of Directors by any voting member provided such proposed amendment is supported by the signed written petition of no less than fifty (50) voting members of this Corporation. The Board of Directors shall not unreasonably disapprove any such proposed amendment.

Article 16. Indemnification

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to such person's actions in such person's official capacity while holding such office, and shall inure to the benefit of the heirs, executors, and administrators of such a person.