

# **HAWAI‘I PUBLIC HEALTH ASSOCIATION**

**OCTOBER 1974**

(As amended July 1979, May 1983, May 1984, May 1985, May 1986, May 1992, May 1998, May 1999, June 2008, July 2009, August 2013, October 2017, October 2019, September 2020)

## **CONSTITUTION**

### **ARTICLE I. NAME**

This organization shall be known as the Hawai‘i Public Health Association (HPHA), hereinafter referred to as the Association.

### **ARTICLE II. MISSION, VISION, & VALUES**

The Association’s mission is to promote health in Hawai‘i through leadership, collaboration, education, and advocacy.

The Association’s vision is health equity in Hawai‘i and the Pacific and a strong public health workforce able to effectively respond to public health challenges.

The Association’s values are:

- HPHA believes that health is a basic human right, and consequently seeks to be a voice for social justice.
- HPHA recognizes the value of diversity and that specific problems and solutions arise for poor, rural, and indigenous populations.
- HPHA believes that decisions based on evidence-based principles form the core of public health practice.
- HPHA is determined to be autonomous, independent, and transparent.

### **ARTICLE III. MEMBERSHIP**

**Section 1.** There shall be five (5) classes of members to be designated as Regular Members, Student Members, Senior Members, Honorary Members, and Organizational Members.

#### **Sub-Section A. Regular Members and Regular Lifetime Members**

Persons eligible for Regular Membership shall be those professionally engaged in or interested in public health in the State of Hawai‘i. Regular Lifetime Membership shall also be available, for a one-time membership

fee at the amount determined by the Board of Directors. Regular Lifetime Members shall be entitled to the same rights and privileges as Regular Members, but will be paying a one-time due instead of the annual regular membership dues.

#### **Sub-Section B. Student Members**

Persons eligible for Student Membership shall be those interested in public health in the State of Hawai‘i who are at least part-time students currently enrolled in academic programs (e.g., high school, college, university). Students enrolled in public health, medicine, nursing, or social work programs in Hawai‘i are eligible for free membership during their first year with the Association.

#### **Sub-Section C. Senior Members**

Persons eligible for Senior Membership shall be those interested in public health in the State of Hawai‘i who are fully retired from gainful employment and at least 65 years of age.

#### **Sub-Section D. Honorary Members**

Any active member who has rendered long and distinguished service to the Association may be elected to Honorary Membership by a majority vote of the Board of Directors. Honorary Members shall be entitled to the same rights and privileges as Regular Lifetime Members (i.e., exempt from payment of dues).

#### **Sub-Section E. Organizational Members**

Any corporation, organization, or health agency interested in playing an active role in the development of health policies and programs is eligible for Organizational Membership. An Organizational Member may designate representative members (up to two members for Plumeria Level, up to five members for Hibiscus Level, and up to ten members for Maile Level) who shall be entitled to the same rights and privileges as Regular Members. Organizational Members must be approved for membership by a majority vote of the Board of Directors.

**Section 2.** Qualifications, dues, manner of election, and rights and privileges of the classes of members, except as specified in this Constitution, shall be established in the Bylaws.

## **ARTICLE IV. OFFICERS**

**Section 1.** The Officers of the Association shall be a President, a President-Elect, a Secretary, a Treasurer, and the Association's official Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association (APHA).

**Section 2.** With exception of the ARGC, the Officers shall be elected at the Annual Meeting of the Association for two-year staggered terms (from January to December). The election for President-Elect shall be held annually. The election for Treasurer shall be held in odd years, whereas the election for Secretary shall be held in even years. The ARGC shall be appointed by the President, subject to majority approval by the Board of Directors, and, per APHA Bylaws, the ARGC shall serve a three-year term. The President and ARGC shall be members of APHA and their membership dues paid by the Association. The Association may financially support the ARGC's attendance at APHA's Annual Meeting, including expenses related to travel, lodging, and meeting registration, subject to the availability of Association funds.

**Section 3.** The Officers shall have the powers of the Board of Directors to transact business between Board meetings as follows (requiring majority approval of Officers):

- To approve expenditures up to \$500;
- To sign documents and contracts on behalf of the Association;
- To delegate decision-making to the committees.

All transactions of the Officers shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

**Section 4.** The Officers shall provide staff oversight of any personnel or contract services and other immediate administrative details.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of:

- The Officers of the Association (5)
- Directors At-Large (6)
- Student Directors (2)
- Ex-Officio Directors (vary)

**Section 2.** Six (6) Directors At-Large shall be elected at the Annual Meeting, four for two-year terms and two for one-year terms (from January to December). Directors At-Large must be residents of the State of Hawai'i and members of HPHA. A minimum of two shall be from outside of O'ahu, serving for 2-year terms.

**Section 3.** Two Student Directors shall be appointed by the President, subject to majority approval of the Board of Directors. Student Directors may represent any accredited public health program or program within the interdisciplinary scope of public health practice including but not limited to nursing, medicine, social work, sociology, public health law, health economics and health care administration. Student Directors shall each serve for a period of one-year (January through December), and shall have the right to vote in Board proceedings.

## **ARTICLE VI. EX-OFFICIO DIRECTORS**

**Section 1.** Ex-Officio Directors represent leading public health agencies, institutions and organizations in the state of Hawai‘i. Ex-Officio Directors function as advisors to HPHA. Ex-Officio Directors are non-voting members, however, may be afforded the right to vote in Board proceedings at the discretion of and by majority vote of the Board of Directors. The following individuals (or their designee) shall be invited to serve as Ex-Officio Directors:

- Director of the Hawai‘i State Department of Health
- Director of the Hawai‘i State Department of Human Services
- Director(s) of academic institutions that offer graduate-level public health programs (e.g., Hawai‘i Pacific University, University of Hawai‘i), limited to one representative per institution.
- Others invited by majority vote of the Board of Directors (two-year term, to begin at date of appointment).

## **ARTICLE VII. MEETINGS**

**Section 1.** There shall be one general meeting of the Association each year at a time and place designated by the Board of Directors and to be known as the Annual Meeting of the Association.

**Section 2.** Special meetings of the Association may be called by the President or by written request of at least ten (10) active members of the Association, provided that the written notice concerning the time, place, and purpose of the meeting is mailed or emailed to all members of the Association at least ten (10) calendar days prior to the proposed meeting. Special meetings must offer phone and/or video conferencing to allow participation from neighbor islands, considering the short-notice nature of this type of meeting. Members unable to attend the meeting may vote by mail, email, or written proxy. As a special meeting, no business may be transacted except that specified in the notice.

## **ARTICLE VIII. AFFILIATION WITH THE AMERICAN PUBLIC HEALTH ASSOCIATION (APHA)**

**Section 1.** The Association shall be affiliated with APHA.

**Section 2.** One member of the Association is to be appointed as the Affiliate Representative to the Governing Council (ARGC) of APHA, as established in the Constitution and Bylaws of APHA.

## **ARTICLE IX. AMENDMENTS**

**Section 1.** This Constitution may be amended by a two-thirds (2/3) vote of the members present at any Annual Meeting of the Association, provided a copy of the proposed amendments has been sent to each member at least thirty (30) calendar days prior to the Annual Meeting.

**Section 2.** This Constitution may also be amended between Annual Meetings by a two-thirds vote of the members responding to a mailed or emailed ballot, allowing them fifteen (15) calendar days within which to return the ballot, provided, however, that changes proposed in a ballot shall have been approved by the Board of Directors.

## **ARTICLE X. DISSOLUTION**

**Section 1.** The Association may be dissolved by the two-thirds (2/3) vote of the total membership at a special meeting called for purposes of dissolution.

**Section 2.** The Association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, and net income of the Association are irrevocably dedicated to scientific, literary, or education purposes, and no part of the profits or net income shall ever inure to the benefit of any officer or member of the Association, or to the benefit of any individual.

**Section 3.** On the dissolution of the Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Association shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for scientific, literary, or education purposes, and that has established tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

# **HAWAI'I PUBLIC HEALTH ASSOCIATION**

**OCTOBER 1976**

(As amended May 1977, July 1979, May 1983, May 1984, May 1985, May 1986, December 1989, May 1991, May 1992, May 1998, May 1999, June 2003, August 2013, October 2017, October 2019, September 2020)

## **BYLAWS**

### **ARTICLE I. RIGHTS AND PRIVILEGES OF MEMBERS**

**Section 1.** Applications for all types of membership, except Honorary, shall be made to the Association on a form approved by a majority of the Board of Directors and shall be referred to the Committee on Member Services for screening of qualifications and classification of membership and processing.

**Section 2.** Any class of member shall be entitled to hold office, to vote for officers of the Association and upon all motions and resolutions coming before the Association, to participate generally in the proceedings of the Association, and to serve on any committee of the Association.

**Section 3.** Honorary Members shall be elected by a majority of the Board of Directors from those nominated by the Committee on Governance.

### **ARTICLE II. FINANCES**

#### **Section 1. Dues**

**Sub-Section A.** Annual dues for members shall be determined by the Board of Directors after consultation with membership.

**Sub-Section B.** Honorary Members shall not be required to pay dues.

**Sub-Section C.** All membership dues shall be paid each year (except the one-time due for Regular Lifetime Member) to the Treasurer. Dues shall be applied to membership for a calendar year, from the date payment is received.

**Section 2. Liability.** No liability shall be incurred unless authorized by a majority of the Board of Directors.

**Section 3. Checks.** All checks of \$100 or more shall be signed by two signatories—a) the Treasurer, and b) another officer or the Association's Executive Director (during

terms when an Executive Director is employed on staff). If the Treasurer is unavailable, the Treasurer may appoint another officer to sign for that particular period of unavailability. Checks under \$100 may be signed by any one of the officers.

**Section 4. Remittance to the American Public Health Association (APHA).** To meet our obligation as an Affiliate of APHA, the Treasurer shall remit to APHA annually a sum based on a per capita basis established by the APHA Executive Board subject to the approval of the APHA Governing Council.

**Section 5. Annual Meeting Expenses.** The Board of Directors is authorized to charge registration fees to assist in defraying expenses of the Annual Meeting.

**Section 6. Fiscal Year.** The fiscal year shall be from January 1 to December 31.

### **ARTICLE III. DUTIES OF THE OFFICERS**

**Section 1.** The duties of all officers of the Association shall be such as are implied in their respective titles and such as are specified in the Constitution and Bylaws.

**Section 2.** The President shall:

**Sub-Section A.** Preside over all meetings of the Association and the Board of Directors;

**Sub-Section B.** Serve as a member of all committees of the Association as Ex-Officio without vote;

**Sub-Section C.** Fill, by appointment, the ARGC and any vacancy that may occur among officers and board members due to incomplete terms, subject to majority approval of the Board of Directors; and

**Sub-Section D.** Serve as the official representative of the Association.

**Section 3.** The President-Elect shall:

**Subsection A.** Serve for one (1) year as the second highest ranking officer before serving as the President for one (1) year;

**Subsection B.** Serve in the absence of the President;

**Subsection C.** Coordinate the activities of the Committees; and

**Subsection D.** Serve as the general chair for planning the Annual Meeting.

**Section 4.** The Secretary shall:

**Sub-Section A.** Act as Secretary of the Association and the Board of Directors, and is held responsible for maintaining minutes of meetings of the Association and the Board of Directors;

**Sub-Section B.** Conduct the correspondence of the Association;

**Sub-Section C.** Notify the membership of the date, time, and place of all general and special meetings of the Association including a statement of purpose of the meeting; and

**Sub-Section D.** Submit a report to the membership prepared jointly by the President and Secretary—subject to majority approval of the Board of Directors—of the general activities of the Association, including all actions taken by the Board of Directors during the year.

**Section 5.** The Treasurer shall:

**Sub-Section A.** Receive all monies collected and deposit the same in the name of the Association in a bank designated by the Board of Directors;

**Sub-Section B.** Make all disbursement by bank order, exceptions to be approved by the Board of Directors;

**Sub-Section C.** Furnish the Board of Directors a financial statement of receipts and disbursements made and the balance of funds at each regular meeting of the Board of Directors;

**Sub-Section D.** Furnish a financial statement to the membership of the Association at the Annual Meeting;

**Sub-Section E.** Submit this statement, together with the account records, bank statements, canceled checks, voucher stubs, bills, and receipts received or issued during the fiscal year and such other documents as may be required to an ad hoc Audit Subcommittee on Finance for an annual audit upon the request of the Board of Directors; and

**Sub-Section F.** Maintain DLIR, excise tax, state tax, and federal tax compliance. Perform annual state business filing. Renew D+O and liability insurance annually.



## **ARTICLE IV. THE BOARD OF DIRECTORS**

The Board of Directors shall:

**Section 1.** Exercise full powers of the Association in all matters demanding action between Annual Meetings of the Association;

**Section 2.** Designate a place for the funds of the Association;

**Section 3.** Approve of presidential appointments to fill vacancies in office due to incomplete terms;

**Section 4.** Act in the best interest of the Association, including as Trustee of all properties and funds of the Association;

**Section 5.** Have authority to increase items in the budget and make emergency allocations for items not included in the budget provided such action has the majority approval of the Board of Directors;

**Section 6.** Consider all resolutions and motions referred to it and shall report its recommendations to the membership at the next Annual Meeting of the Association;

**Section 7.** Identify, assess, and establish priorities for health issues in Hawai'i and determine those requiring a study of action where appropriate.

**Section 8.** Each serve as a member of one or more HPHA committees.

**Section 9.** Participate in regular meetings of the Board of Directors. With the exception of Ex-Officio members, the absence of 3 meetings of the Board of Directors per calendar year shall constitute a resignation from the Board of Directors, and the Board of Directors shall declare the position vacant.

## **ARTICLE V. COMMITTEES**

**Section 1. The Standing Committees of the Association shall be as follows:**

**Sub-Section A.** Committee on Governance (nominating, Bylaws, care of board)

**Sub-Section B.** Committee on Member Services

**Sub-Section C.** Committee on Programs

**Sub-Section D.** Committee on Fund Development & Finance

**Sub-Section E.** Committee on Legislative & Government Relations

**Sub-Section F. Committee on Marketing & Public Relations**

**Sub-Section G. Ad hoc as needed**

**Section 2. Composition of Standing Committees.** Except as stipulated in these Bylaws, the composition of each Standing Committee shall be determined by the Board of Directors.

**Section 3. Chairs of Standing Committees.** Except as stipulated in these Bylaws, the President shall appoint the chairs of all Standing Committees, subject to majority approval by the Board of Directors. Committee chairs do not have to be board members.

**Section 4. Meetings of Standing Committees.** Each Standing Committee shall meet at least once between the Annual Meetings of the Association and the Chairperson shall submit a report of the Committee's activities to the Board of Directors of the Association as requested by the President. The Chairperson is held responsible for maintaining a file of the committee's activities and for forwarding the file to his/her successor.

**Section 5. Committee on Governance (nominating, Bylaws, care of board).**

The Committee on Governance shall:

**Sub-Section A.** Invite members of the Association to submit nominees, including self-nominations, for open positions on the Board of Directors. Prepare a report presenting the names of one or more members as nominee(s) for each office to be filled. These nominees have consented to serve if elected. This report shall be presented at the Annual Meeting of the Association. The elections shall follow this report.

**Sub-Section B.** The Committee on Governance shall make and submit to the Board for Directors all proposed changes in the Constitution and Bylaws for approval prior to submission to the membership for vote.

**Section 6. Committee on Member Services**

The Committee on Member Services shall:

**Sub-Section A.** Solicit and implement strategies to encourage public health workers and others interested in public health to become members of the Association;

**Sub-Section B.** Receive all membership applications;

**Sub-Section C.** Remit as soon as possible to the Treasurer of the Association all monies received along with the names of the persons who paid dues;

**Sub-Section D.** Maintain an accurate classified list of the membership of the Association with the contact information for each member.

## **Section 7. Committee on Programs**

The Committee on Programs shall:

**Sub-Section A.** Advise the Board of Directors as to the continuing education needs of the Association and assume responsibility for conducting continuing education programs sponsored by the Association as approved by a majority of the Board of Directors;

**Sub-Section B.** Arrange for the professional program of the Annual Meeting of the Association in cooperation with the President-Elect who serves as the general chair for the Annual Meeting;

**Sub-Section C.** Organize special events as requested by the Board of Directors;

## **Section 8. Committee on Fund Development & Finance**

The Committee on Fund Development & Finance shall:

**Sub-Section A.** Consist of the following officers of the Association and one member-at-large: the Treasurer as Chairperson and the President.

**Sub-Section B.** Prepare a proposed budget for the operation of the Association and submit it to the Board of Directors for its consideration at its first regular meeting of the fiscal year.

**Sub-Section C.** Recommend to the Board of Directors any necessary changes in the dues structure of the Association that may be needed to meet the projected obligations of the Association.

**Sub-Section D.** Have an ad hoc subcommittee on Audit, as needed, consisting of three members, one of which shall be a member-at-large. The Treasurer shall not be a member of this subcommittee.

## **Section 9. Committee on Legislative & Government Relations**

The Committee on Legislative & Government Relations:

**Sub-Section A.** Shall review proposed Federal, County, and State legislation and make recommendations to the Board of Directors for possible action;

**Sub-Section B.** Shall make recommendations to the Board of Directors relative to needed public health legislation in the State of Hawai‘i for appropriate action;

**Sub-Section C.** May provide oral or written testimony in support or opposition of any bill as recommended in clause A or B of this section provided the approval of 1) the Legislative & Government Relations Committee Chair and 2) the majority of the Officers (for time-sensitive matters) or the majority of the Board of Directors (for all other matters);

**Sub-Section D.** Shall have at least one member on the Committee on Legislative & Government Relations who is an Officer of the Association.

## **Section 10. Committee on Marketing & Public Relations**

The Committee on Marketing & Public Relations shall:

**Sub-Section A.** Interpret the objectives and activities of the Association to other pertinent groups and to the public;

**Sub-Section B.** Assist in publicizing the program of the Annual Meeting to the membership;

**Sub-Section C.** Publish newsletters and information at intervals to inform the membership of developments in the Association and in public health matters.

## **ARTICLE VI. QUORUM**

**Section 1.** A quorum at any meeting of the Association shall consist of not less than thirty-five (35) individuals or not less than twenty-five percent (25%)—whichever value is lower—of active members of the Association, at least two of which shall be officers of the Association.

**Section 2.** A quorum of any meeting of the Board of Directors shall consist of not less than half of the currently filled board seats, not including Ex-Officio members.

**Section 3.** Quorum may be met by representatives appearing in-person, by conference call, teleconference or through any interactive technology. Members may also submit votes via proxy.

## **ARTICLE VII. RULES OF ORDER**

Business sessions of the Association and Board of Directors shall be conducted with the latest edition of Robert's Rules of Order.

## **ARTICLE VIII. AMENDMENTS**

**Section 1.** These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any Annual Meeting of the Association, provided a copy of the proposed amendments has been sent to each member at least thirty (30) days prior to the Annual Meeting.

**Section 2.** The Bylaws may also be amended between Annual Meetings by a two-thirds (2/3) vote of the members responding to a mailed or emailed ballot, allowing them fifteen (15) calendar days within which to return the ballot, provided, however, that changes proposed in a ballot shall have been approved by the Board of Directors.