

# TPHA BYLAWS

## ARTICLE I. Membership and Dues

Section 1. There shall be five classes of membership as follows:

- a) Active Members shall include persons connected with agencies and organizations engaged in public health work, persons engaged in teaching and research in the field of health or a related field, and other persons who have demonstrated a genuine interest in health.
- b) Honorary Members shall include individuals who have shown distinguished interest in public health. Honorary membership shall be for life, but does not include benefits or privileges of Active or Life Members. Not more than two (2) Honorary Members shall be elected by the Board of Directors each year.
- c) Life Members shall include persons who have been Active Members for at least thirty (30) years and who are elected as such by the Board of Directors. Upon completion of thirty (30) years active membership, a member automatically becomes eligible for life membership; however, application for life membership must be made to the Board of Directors.
- d) Student Members shall include those individuals who are full-time students enrolled in a school of public health or health-related curricula and not employed in public health.
- e) Agency Members shall include state and local official and voluntary agencies and organizations engaged in public health work or other programs having a close relationship to health services. The following types of agencies are eligible to be considered as Agency Members:
  - 1) official health agencies
  - 2) voluntary health agencies and institutions
  - 3) health and welfare councils
  - 4) agencies providing health services as part of a broader program
  - 5) other agencies and organizations that have established a recognized standing in the health field.

- Section 2. Any person, organization, agency, or corporation meeting the above requirements and approved by the Membership Committee may become a member of the Association upon payment of the annual membership dues as required for classes a), d), and e). An agency applying for membership shall submit such information on its organization and program and such other evidence of its qualifications for membership as may be required.
- Section 3. Annual dues and benefits for each classification of membership shall be determined by the Board of Directors.
- Section 4. Any member in good standing at the time of the adoption of these Bylaws is automatically eligible for membership without following the process described in these Bylaws. The Board of Directors, for good and ample reasons and by a two-thirds vote of those present and voting at an official meeting of the Board of Directors, may refuse to accept the dues of any member and thereby terminate the membership of such member.
- Section 5. The right to vote, to hold office, and to serve as Committee Chairman shall be limited to Active Members who are in good standing (dues paid to date) and Life Members.
- Section 6. A member may declare his affiliation with and vote in only one section.
- Section 7. The fiscal year of the Association shall be January 1 through December 31.

## **ARTICLE II. Officers**

- Section 1. A majority vote of those voting shall be required to elect the officers of the Association as prescribed in the Constitution. Vote may be taken by mailed ballots which shall be sent to all Active and Life Members of the Association roster, provided the ballots are sent out at least thirty (30) days in advance of the Annual Meeting. All ballots to be counted must be received by 3:00 PM on the second day of the Annual Meeting. If no candidate receives a majority vote on the first ballot, additional ballots shall be taken at the final general session or business session at the Annual Meeting of the Association. The candidate receiving the smallest number of votes shall be dropped after each ballot in succession until a majority vote is obtained. The President-Elect shall serve as such from the close of the Annual Meeting at which he was elected to the close of the next Annual Meeting when he shall automatically become President. As President, he shall serve to the close of the succeeding Annual Meeting.
- Section 2. It shall be the duty of the President to preside at all meetings of the Association and to supervise the affairs of the Association. He shall call

all regular and special meetings of the Executive Committee and of the Board of Directors.

Section 3. In the absence of the President, the Vice-President from the grand division in which the President resided at the time of his election shall have all powers and prerogatives of the President.

Section 4. When the President and Vice-President from the grand division in which the President resided at the time of his election are both unavoidably absent from the meeting, either of the other two Vice-Presidents may assume the office of President on a motion from the floor to elect the officer pro tempore. In the absence of a presiding officer, the Executive Director of the Association shall preside over the meeting until the officer pro tempore is elected and assumes the office of President.

Section 5. All resolutions and proceedings of the meetings shall be entered in proper books by the Executive Director. He shall issue all notices of meetings and shall perform all duties pertaining to the office of Secretary. He shall keep a register of the members of the Association.

Section 6. The Treasurer shall make deposits of all moneys payable to the Association. All moneys payable by the Association shall be paid by checks signed by any two of the following: Treasurer, Executive Director, or a designee authorized by the Board of Directors. The Executive Director, Treasurer, and Office Assistant shall be bonded for an amount to be determined by the Board of Directors.

Section 7. An office of the Association shall be considered vacated when the officer in question dies, resigns, or changes employment to a place outside the state of Tennessee. Vacancy in office of presidency shall be filled by the Vice-President from the grand division in which the President resided at the time of his election. All other vacated offices shall be filled by election by the Board of Directors.

### **ARTICLE III. Board of Directors**

Section 1. The Board of Directors shall be the legal Representative of the Association and as such shall have full control of the management of the affairs of the Association, subject to the authorization of the Association in regular convention.

Section 2. At the first election, two Representatives from the West Tennessee grand division of the State shall be elected for a one year term, two Representatives from the Middle Tennessee division shall be elected for a two year term, and two Representatives from the East Tennessee division shall be elected for a

three-year term. At each Annual Meeting thereafter, two Representatives shall be elected from one grand division of the State for a term of three years, beginning with the West Tennessee grand division and rotating in the same order as listed above. The elected Representatives to the Board of Directors may serve as many as two consecutive terms, after which they shall be ineligible for re-election as Representatives to the Board during one Association year.

- Section 3. The terms of the members of the Board of Directors shall begin at the close of the Annual Meeting in the year that they are elected and shall terminate at the close of the Annual Meeting at which their respective terms expire.
- Section 4. The President shall preside at all meetings of the Board, cast the deciding vote in the case of a tie, and perform such other duties as custom and parliamentary usage requires. In the absence of the President, one of the Vice-Presidents shall preside as specified in Article II, Sections 3 and 4.
- Section 5. The Board of Directors shall approve all amendments to the Constitution and Bylaws before submission to the Association and shall enforce the Constitution and Bylaws that are in effect. No Bylaws shall be submitted to the Association that are in conflict with the Constitution.
- Section 6. The Board of Directors shall consider all resolutions proposed for approval in the name of the Association and shall receive and act upon a report from the Public Policy Committee.
- Section 7. The Board of Directors shall approve the program for the forthcoming Annual Meeting at its interim meeting to be held when called by the President.
- Section 8. The Board of Directors shall elect one Representative and one alternate Representative to the Governing Council of the American Public Health Association and one Representative and one alternate Representative to the Southern Health Association, who may serve as many as two (2) consecutive three year terms. The alternates shall be elected from the membership of the Board of Directors.
- Section 9. Program expenses for the Regional and Annual Meetings will be determined and allocated by the Board of Directors.
- Section 10. All moneys of the Association shall be used solely for the promotion of the affairs of the Association and for the promotion of community health in Tennessee, subject only to the approval of the Board of Directors whose decisions shall be final, it shall be the duty of the Board of Directors to supervise all finances of the Association and to provide for

an annual audit of the accounts, which shall be made by the Audit and Finance Committee at least once each year and a report made to the Board of Directors.

Section 11. It shall be the duty of the Board of Directors to take charge of, control, and manage all property belonging to the Association.

Section 12. A record shall be kept of the proceedings of all meetings of the Board of Directors and a summary report thereof shall be made to the Association by the President or Secretary-Treasurer at the Annual Meeting.

Section 13. The Board of Directors shall hold an Annual Meeting at least once each year and such other meetings as shall be called by the President or any six (6) members of the Board of Directors. At least twenty (20) days notice of called meetings of the Board of Directors shall be given to each member.

Section 14. All questions coming before the Board of Directors shall be decided by a majority vote. A majority of the members of the Board of Directors shall constitute a quorum.

#### **ARTICLE IV. Executive Committee**

Section 1. In addition to those prescribed in the Constitution, the Executive Committee shall have the following duties and powers:

- a) To plan methods for the procurement of funds.
- b) To plan the budget for the Association's work.
- c) To conform to the policies of the Board of Directors in the conduct of its work.
- d) To study the resolutions and policy statements of American Public Health Association and Southern Health Association, establish positions for the Association, and instruct the respective Representatives.

Section 2. The Executive Committee shall report its proceedings and transactions to the Board of Directors at the next Board meeting.

## **ARTICLE V. Standing and Special Committees**

Section 1. Standing and special committees of the Association and their respective chairmen shall be appointed by the President at the time he assumes office and shall be confirmed by the Board of Directors at its concluding session of the Annual Meeting. Committee members shall serve until the close of the next Annual Meeting and, with the exception of the members of the Nominations and Election Committee, may succeed themselves. Only Active and Life Members of the Association may serve as chairmen of committees. Standing committees of the Association shall be:

- a) Program Committee
- b) Membership Committee
- c) Public Relations and Publicity Committee
- d) Annual Meeting Arrangements Committee
- e) Exhibits Committee
- f) Constitution and Bylaws Committee
- g) Awards Committee
- h) Audit and Finance Committee
- i) Nominations and Election Committee
- j) Scholarship Committee
- k) Registration Committee
- l) Public Policy Committee

Section 2. The composition and responsibilities of the standing committees shall be as follows:

- a) The Program Committee shall consist of the section chairmen or their designees and two members from the Board of Directors appointed by the President, with a Chairman and Co-Chairman which may come from the above group but not limited to that group. This committee shall be responsible for the development of the program for the general sessions, sectional meetings, and/or workshops at the Annual Meeting. The program shall be approved by the Board of Directors at its interim meeting. The program for the Annual Meeting should be ready for

distribution to the membership at least sixty (60) days prior to the date of the Annual Meeting.

- b) The Membership Committee shall consist of at least five (5) members and shall be responsible for keeping abreast of the membership, determining eligibility for membership, approving applicants for membership, and promoting the recruitment of members into the Association.
- c) The Public Relations and Publicity Committee shall consist of at least five (5) members. It shall be the responsibility of this committee to provide information to the public media and professional journals, and collect information and ways of publicizing papers and proceedings of the Association.
- d) The Annual Meeting Arrangements Committee shall consist of at least seven (7) members, including a Chairman who should be from the city or area selected for the next Annual Meeting. It shall be the responsibility of this committee to arrange for meeting rooms for all functions needing meeting room space, plan entertainment, arrange exhibit space, and perform other necessary details.
- e) The Exhibits Committee shall consist of at least five (5) members and shall be responsible for screening, procuring, and arranging exhibits for the Annual Meeting and for managing the exhibit area during the meeting.
- f) The Constitution and Bylaws Committee shall consist of at least five (5) members and shall be responsible for reviewing the Constitution and Bylaws, for receiving suggestions for amendments to the Constitution and Bylaws, and for presenting recommendations on amendments to the Constitution and Bylaws to the Board of Directors.
- g) The Awards Committee shall consist of at least five (5) members. It is the responsibility of the Awards Committee to solicit nominations from the membership and to determine the recipient for the following awards, which will be awarded at the Annual Meeting of the Association:
  - 1) Public Health Worker of the Year  
It is the intent that this award be presented to that person in the field of public health who, during the past three (3) years, has provided outstanding service to the field. The person must be in full-time employment in the field and must hold Active or Life membership in the Association.

- 2) 40-Year Award  
This award is to be presented to those persons who have had forty (40) years full-time employment in public health in Tennessee. The recipient must have been an Active Member of the Association for at least five (5) years. (Five years in succession not necessary.)
- 3) 30-Year Award  
This award is to be presented to those persons who have had thirty (30) years full-time employment in public health in Tennessee. The recipient must have been an Active Member of the Association for at least five (5) years. (Five years in succession not necessary.)
- 4) 20-Year Award  
This award is to be presented to those persons who have had twenty (20) years full-time employment in public health in Tennessee. The recipient must have been an Active Member of the Association for at least five (5) years. (Five years in succession not necessary.)
- 5) R. H. Hutcheson, Sr., M.D. Award  
This career award is to be presented to that person in the field of public health who has made outstanding contributions to public health over a period of several years. The nominee must have been a member of TPHA for a minimum of five (5) years and an Active or Life Member of the Association in the year in which he receives the award. This award is to be considered but not necessarily awarded each year.
- 6) Alex B. Shipley, M.D. Award  
This award is to be presented to an employee of a regional or local health department who has made outstanding contributions in the field of public health over a period of several years. The nominee must be a member of TPHA for five (5) years, including the year upon which the award is based. This award is to be considered but not necessarily awarded each year.
- 7) Public Health Group/Unit/Department Award  
This award is presented to a group, unit, or department that has made an outstanding contribution to public health.
- 8) PAL (Partners and Leadership) Award  
This award is presented to a non-public health professional, group, or organization which has made a significant contribution on behalf of public health that is extraordinary and would set an example for others. At the discretion of the Awards Committee, two separate categories of PAL Awards (group/organization and individual) may be presented in a given year.

- 9) Any other award referred from the Board of Directors.
- h) The Audit and Finance Committee shall consist of three (3) Active Members, one of which shall be an officer of the Association. It shall be the responsibility of this committee to secure annual audits of the finances of the Association.
- i) The Nominations and Election Committee shall be composed of two (2) members appointed by the President from the Board of Directors and three (3) members from the membership-at-large. This committee shall present a double slate of officers to the membership at least ninety (90) days prior to the Annual Meeting. At least sixty (60) days prior to the Annual Meeting, any ten (10) Active or Life Members of the Association may present to the Secretary-Treasurer of the Association a resolution nominating one or more officers and these nominations shall be included when the ballot of the election is presented. Only Active and Life Members shall be eligible for nomination. Consent of nominees must be obtained by the Nominations and Election Committee and by those presenting nominating resolutions. The ballot of nominees as determined by the Nominations and Election Committee shall be mailed to all Active and Life Members in good standing at least thirty (30) days prior to the Annual Meeting.
- j) The Scholarship Committee shall consist of five (5) members appointed by the President with geographic and programmatic representation to serve for one year. One of the five members shall be appointed Chairman. An additional Screening Committee composed of the Chairman from each section will serve for one year. The Section Chairman may appoint a Section member to serve in his place on the Screening Committee.
- k) The Registration Committee shall consist of at least fifteen (15) members and shall be responsible for processing all pre-registrations of the Annual Meeting and all on-site registrations during the entire conference.
- l) Public Policy Committee shall be chaired by the immediate past president of TPHA and shall consist of the following members: TPHA President, President-Elect, the American Public Health Association Representative, the Southern Health Association Representative, representatives of each of the three grand divisions, at least one metro health department representative, at least one health council representative, and the chairs of any subcommittees including, but not limited to, Legislative and Resolutions. One individual may serve in

more than one of the committee membership roles. This committee is responsible for development and implementing strategies to address the public health policy priorities identified by the current year Board of Directors and collecting the information necessary to assist the next Board of Directors in identifying its priorities. The Chairman of the Public Policy Committee will appoint the chairs of the Legislative and Resolutions subcommittees. Under the general direction of the Public Policy Committee, the Legislative subcommittee monitors and reacts to emerging legislative issues and implements legislative strategies. Under the general direction of the Public Policy Committee, the Resolutions subcommittee solicits input from a variety of sources to identify potential Association priorities for the coming year and prepares resolutions for full membership vote at the annual meeting.

Section 3. Special ad hoc committees shall be appointed by the President as deemed necessary and shall be confirmed by the Board of Directors or the Executive Committee.

Section 4. All resolutions of the standing and special committees must be approved by the Board of Directors before they are submitted to the Association.

Section 5. No person shall be appointed to serve on a standing committee who is not, at the time of appointment, a member of the Association.

## **ARTICLE VI. Sections**

Section 1. The following sections shall be established and other sections may be established on approval of the Board of Directors by proper application of not less than twenty-five (25) active members. A section failing to maintain fifteen (15) Active Members for three consecutive years may be dissolved by a two-thirds vote of the Board of Directors present at an official meeting. Attendance of not less than ten (10) Active Members at annual sections meetings is desirable.

- a) Physicians
- b) Nursing
- c) Environmental
- d) Management Support
- e) Epidemiology and Biostatistics
- f) Health Education/Health Promotion

- g) Dental
- h) Communicable Disease
- i) Nutrition
- j) Administrative, Management, and Planning
- k) Emergency Preparedness
- l) Case Management

Section 2. The officers of each section shall be Chairman, Vice-Chairman, Chairman-elect, and Secretary-Treasurer. Officers shall be elected by the members of each section for a term not to exceed three (3) years. Newly elected officers assume their elected position at the close of the Annual Meeting the year of his/her election. Vacancies in the office of Chairman shall be filled by the Vice-Chairman.

Section 3. The section Chairman shall preside at all section business meetings. He shall be responsible for the section program for the Annual Meeting and shall submit this program to the Program Committee of the Association at least five (5) months prior to the date of the Annual Meeting.

Section 4. Each section may have an Executive Committee composed of the officers and the immediate past Chairman.

Section 5. The Secretary-Treasurer shall keep all resolutions and proceedings of the section meetings, conduct all correspondence relating to the section, and perform all duties pertaining to the Secretary. The Secretary-Treasurer shall keep all moneys payable to the section, and moneys payable by the section shall be paid by check signed by the Secretary-Treasurer. An annual report shall be submitted to the Secretary-Treasurer of the Tennessee Public Health Association within ninety (90) days following the Annual Meeting.

Section 6. All resolutions of sections must be presented to the Public Policy Committee for presentation and recommendation to the Board of Directors.

Section 7. Sections may prepare a manual of procedure for their own sections as long as they do not conflict with this Constitution and Bylaws.

Section 8. The Chairman, a former Chairman, or an elected Representative of each section shall serve as the Representative of that section on the Board of Directors. He may serve as many as three consecutive two year terms,

after which he shall be ineligible for re-election as a section Representative to the Board of Directors during one Association year.

Section 9. No person shall serve as an officer of a section who is not a member of the Association, nor can one person serve as an officer of two separate sections during the same Association year.

## **ARTICLE VII. Meetings**

Section 1. There shall be held at least one meeting of the Association annually. The time of the Annual Meeting shall be at the discretion of the Board of Directors.

Section 2. The site of each Annual Meeting should be selected by the Board of Directors at least two (2) years in advance.

Section 3. Notices of all meetings shall be sent to each member of the Association. Notice of Annual Meeting shall be mailed at least one (1) month before the first day of the meeting and notices of special meetings at least ten (10) days before the first day of the meetings.

Section 4. Related organizations shall be encouraged to have their Annual Meetings at the time of the Annual Meeting of the Association, provided such meetings do not conflict with general meetings or section meetings/workshops of the Association. Approval for such meetings should be obtained from the Board of Directors at least ninety (90) days prior to the date of the Annual Meeting, in order that announcements of such meetings may be included in the program.

Section 5. All resolutions to be placed before the Association must first be submitted to the Board of Directors for approval as provided in Article III, Section 6.

Section 6. All motions placed before the Association must be submitted to the Executive Director at the time the resolution or motion is made.

## **ARTICLE VIII. Rules of Order**

The rules of parliamentary procedure according to the last edition of *Robert's Rules of Order* shall govern all meetings of the Association. The President shall appoint a parliamentarian to assist in meetings of the Board of Directors and of the Association. Questions concerning parliamentary procedure or the Constitution and Bylaws of the Association shall be referred to the parliamentarian for his ruling thereon.

## **ARTICLE IX. Amendments**

These Bylaws may be amended by a majority vote of the Active Members and Life Members present and voting at an Annual Meeting, provided said amendment(s) have been approved by the Board of Directors, and provided the members of the Association have been officially notified and sent a copy of the proposed amendment(s) at least thirty (30) days in advance of the meeting at which the specified amendment(s) shall be considered.