

Society for Public Health Education

BYLAWS

Amended September 3, 2008

ARTICLE I - NAME

This organization shall be known as the Society for Public Health Education, Inc., referred to herein as SOPHE. SOPHE is a nonprofit organization incorporated under the laws of the state of California.

ARTICLE II - PURPOSE

The Mission and Purpose of SOPHE, as last approved by the Board of Trustees, shall be stated in the Policy and Procedures Manual.

ARTICLE III - MEMBERSHIP

Section A – Categories and Eligibility

There shall be the following categories of Members:

- A. Individual – An Individual Member shall be a public health educator who is a professional with a graduate or undergraduate degree from a formal public health education or a related program; a professional who is employed or is functioning in a public health education capacity; a faculty member of a public health education program; a student in a public health education program; a retired public health educator; and/or anyone with an interest in public health education.
- B. Associate – An Associate Member shall be any corporation that is associated with the profession of health education, that supports the purpose and mission of SOPHE and that meets any additional requirements for Associate Membership as may be imposed by the Board of Trustees from time to time.

The Board of Trustees shall determine the eligibility, dues, and additional terms and conditions applicable to each category of Member.

Section B – Voting Rights

Only Individual Members in good standing shall have the right to vote on matters coming before the Members. Other categories of Members may attend meetings, but may not vote. All meetings of the Board of Trustees shall be open to Members at any time; however, the Board may, from time to time, in its sole discretion, close meetings to enter into closed executive session. Only Individual Members may serve as Officers or Trustees or on committees of SOPHE.

Section C – Membership Meetings

There shall be an annual business meeting of the Members for the transaction of business that may properly come before the Members (for example, but not limited to, the installation of officers, and hearing committee reports), upon such date, time, and place as the Board shall determine. Notification of the time, place, and purpose(s) of these meetings shall be sent via mail, fax, e-mail or other electronic means to each Individual Member, and may be posted on the SOPHE website, not less than ten (10) days but not more than ninety (90) days before the meeting.

Section D – Quorum and Voting

Each Individual Member in good standing shall have one vote at any meeting of the Members. A quorum shall consist of 15% of the total number of Individual Members, who may be present either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Members.

Section E - Special Meetings

Special meetings of the Membership may be called by the Board of Trustees, President, or any Officer on petition of five percent (5%) or more of the Individual Membership. On such a call, the purpose or purposes of the special meeting shall be stated. At special meetings, no business shall be transacted except for that which was stated in the notice of the meeting. The time and place of any special meetings shall be fixed by the Board of Trustees. Notification of the time, place, and purpose(s) of these meetings shall be sent via mail, fax, e-mail or other electronic means to each Individual Member, and may be posted on the SOPHE website, not less than ten (10) days but not more than ninety (90) days before the meeting.

Section F - Written or Electronic Ballots

Any vote of the Individual Members may, at the direction of the Board of Trustees, or as otherwise set forth in these Bylaws, be conducted by written or electronic ballot, rather than at an actual meeting of the Individual Members. In such case, SOPHE shall send, via mail, fax, e-mail or other electronic means, a ballot to all Individual Members and may also post such ballot on the SOPHE website. The proposed action shall be adopted when approved by a majority vote of the Individual Members responding to the ballot within forty-five (45) days after the initial date of the distribution of such ballots, provided fifteen percent (15%) of the Individual Membership shall have returned a ballot.

ARTICLE IV - FINANCES

Section A - Fiscal Year

The fiscal year of SOPHE shall begin January 1st and end December 31st.

Section B - Expenditures and Deposits

Expenditures of SOPHE's funds shall be made only when specifically authorized by a vote of the Board of Trustees or pursuant to the overall budget approved by the Board of Trustees, notwithstanding any individual budgetary line item to the contrary. All monies received by SOPHE shall be deposited to the account of SOPHE. The Board of Trustees shall decide to whom authority shall be given for signing checks on behalf of SOPHE.

Section C – Audit and Financial Statements

The Board of Trustees shall submit a written report annually and an audited financial statement at least every three (3) years to the Membership.

ARTICLE V - BOARD OF TRUSTEES

Section A – Powers

There shall be a Board of Trustees which shall supervise and control the business, property and affairs of the organization, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws.

Section B – Number and Qualifications; Election

The Board of Trustees shall consist of a maximum of twenty-six (26) individuals: five (5) Officers, up to nineteen (19) At-large Trustees, one (1) Student Trustee, and one (1) Speaker of the House. All Trustees must be Individual Members. The Speaker of the House and a minimum of three (3) At-large Trustees shall be elected by the House of Delegates. The House of Delegates shall elect an additional At-Large Trustee, who is both an Individual Member and a member of one of the SOPHE chapters, for every five (5) chapters in excess of twenty-five (25) chapters, up to a maximum of nine (9) such Trustees. The Officers, remaining At-large Trustees and the Student Trustee shall be elected by the Individual Members. No one person may hold more than one At-large Trustee position at the same time.

Section C –Term of Office

All At-large Trustees shall serve staggered two-year terms. The Student Trustee and the Speaker of the House shall each serve a one-year term. The Officers shall serve for the terms set forth in Article VI of these Bylaws. No At-large Trustee, Student Trustee or the Speaker of the House may serve more than two consecutive, full terms in the same position.

Section D – Resignation

Any Trustee may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section E – Vacancies

Vacancies in the positions of At-large Trustee and Student Trustee may be filled by the Board of Trustees for the unexpired term. Vacancies in those At-large Trustees elected by the House of Delegates and the Speaker of the House may be filled by the House of Delegates. Vacancies in the Officer positions may be filled as set forth in Article VI of these Bylaws.

Section F – Regular Meetings

A regular annual meeting of the Board of Trustees shall be held each year, at such time, day, and place as shall be designated by the Board.

Section G – Special Meetings

Special meetings of the Board of Trustees may be called at the direction of the President or by two (2) of the Trustees then in office; to be held at such time, day, and place as shall be designated in the notice of the meeting. Special meetings shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system, or by electronic transmission.

Section H – Quorum

A quorum of the Board of Trustees shall be a majority of Trustees, one of whom shall be the President or President-Elect.

Section I – Voting

Except as otherwise expressly required by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. Each Trustee shall have one vote. Voting by proxy shall not be permitted.

Section J - Unanimous Written Consent In Lieu of a Meeting

The Board may take action without a meeting if written consent to the action is signed by all of the Trustees.

Section K – Participation by Remote Communications

Any one or more Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar communications device, which allows all persons participating in the meeting to hear each other. Participation by remote communications shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section L – Conflict of Interest

The Board of Trustees will adopt a conflict of interest policy and communicate it appropriately.

ARTICLE VI - OFFICERS

Section A - Officers

The Officers of the Board of Trustees shall consist of the President, President-Elect, Secretary, Treasurer and Immediate Past-President. No person may hold more than one office at the same time.

Section B - Election of Officers.

The President-Elect, Secretary and Treasurer (and, in certain cases, the President) shall be elected by the Individual Members as provided in Article VII.

Section C - Term of Office

- A. President, President-Elect and Past President. The President, President-Elect and Past President shall each serve for a term of one year, Upon the expiration of their respective terms, the current President shall automatically succeed to the Office of Past President; the President-Elect shall automatically succeed to the Office of President.
- B. Secretary and Treasurer. The Secretary and Treasurer shall each serve a two-year term and shall be elected in alternate years.
- C. Terms for all Officers shall begin with their installation at SOPHE's annual business meeting.

Section D - Resignation

Any Officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section E - Vacancies

- A. If there is a vacancy in the Office of President, the President-Elect will automatically fill the vacancy should the President be unable to finish his/her term. The President -Elect shall then serve a full term as President.
- B. If there is a vacancy in the Office of Past President, the Board of Trustees shall appoint the individual who most recently served in such position and who is willing to serve again in such position to fill the vacancy.
- C. A vacancy in any other Office shall be filled by the Board of Trustees only for the unexpired term.

Section F - President

The President shall give active direction and shall preside at meetings of the Board, the Executive Committee and the Membership. He or she may sign contracts or other instruments, which the Board of Trustees has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Trustees.

Section G - Secretary

The Secretary shall keep the minutes of the meetings of the Board of Trustees; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Trustees.

Section H - Treasurer

The Treasurer shall be responsible for and oversee all financial administration of SOPHE. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to SOPHE and deposit all such moneys in the name of SOPHE in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Trustees.

Section I – President-Elect

The President-Elect shall assist the President and be ready to assume the Presidency at the expiration of the President's term or if the President is absent or unable to fulfill the President's duties. He or she may sign contracts or other instruments, which the Board of Trustees has authorized to be executed, and shall perform all duties incident to the office of President-Elect as may be prescribed by the Board of Trustees.

Section J – Immediate Past-President

The Immediate Past-President shall assist the President. He or she may sign contracts or other instruments, which the Board of Trustees has authorized to be executed, and shall perform all duties incident to the office of Immediate Past-President as may be prescribed by the Board of Trustees.

Section K - Chief Executive Officer

The Board of Trustees shall hire a Chief Executive Officer to serve as the chief executive officer of SOPHE. The Chief Executive Officer shall manage, supervise and direct the operations, programs and activities of SOPHE at all times within the authority delegated by the Board of Trustees and in accordance with SOPHE policies and procedures. The Chief Executive Officer shall perform such other duties as the President or the Board may assign. The Chief Executive Officer shall normally attend all Board and Executive Committee meetings and present a report at such meetings.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section A - Nominations

The Secretary shall issue a written call to the Individual Membership for nominations for those SOPHE Officer and Trustee positions to be filled at least six months before the Annual Meeting. Notification shall be sent to each Individual Member via mail, fax, e-mail or other electronic means and may be posted on the SOPHE website. Individual Members may make suggestions for nominations for such Officer and Trustee positions directly to the Nominating Committee.

The Nomination Committee shall prepare a slate with two candidates for each Officer and Trustee position to be filled. These names shall be submitted to the Secretary four (4) months prior to the annual business meeting. The Secretary shall, within fourteen (14) working days thereafter, submit these names to each Individual Member as a slate via mail, fax, e-mail or other electronic means. The slate may also be posted on the SOPHE website.

Section B - Elections

Accompanying the slate, a ballot shall be sent to all Individual Members on the rolls of SOPHE via mail, fax, e-mail or other electronic means and may be posted on the SOPHE website. The candidate who receives the majority vote of the Individual Members responding to the ballot within forty-five (45) days from the date the ballots are first distributed to the Individual Members shall be elected to the position, provided fifteen percent (15%) of the Individual Membership has returned a ballot. Results of the voting shall be announced at the annual business meeting and in the SOPHE newsletter.

Section C –Nominations Committee

The Nominating Committee shall be responsible for nominating Individual Members for Officer and Trustee positions according to the SOPHE Bylaws and for coordinating with the Trustee responsible for nominations and leadership development in developing opportunities for leadership development. This Trustee shall serve as the Chair of the Nominating Committee. In addition to the Chair of the Nominating Committee, the Nominating Committee shall consist of the student Trustee, two (2) At-large Trustees appointed by the Board of Trustees, two (2) Delegates appointed by the House of Delegates and a past President of SOPHE appointed by the Board of Trustees.

ARTICLE VIII – COMMITTEES

Section A - Board Committees

The Board of Trustees may, by resolution, designate and appoint one or more committees, each consisting of at least two or more Trustees, each of which, to the extent provided in the resolution, may have and exercise the authority of the Board, to the extent permitted by California law. Unless otherwise specified in these Bylaws, the membership and chairmanship of such committees shall be determined by the Board. The Board may designate one or more trustees as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section B - Executive Committee

Between meetings of the Board of Trustees, the Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of SOPHE, but excluding such powers and authority as may be limited by California law or these Bylaws. All actions by the Executive Committee shall be reported to the Board of Trustees at the next Board meeting. The Executive Committee shall meet at the call of the President or upon the written request of three members of the Committee. The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past-President and Speaker of the House.

Section C - Audit Committee

The Audit Committee shall provide independent oversight of SOPHE's accounting and financial reporting, review the adequacy of SOPHE's internal controls, oversee SOPHE's annual audit and present SOPHE's audited financial statements to the Board of Trustees. The Audit Committee shall review the performance of the external auditors and may make recommendations to the Board of Trustees regarding selection of SOPHE's external auditors. The Audit Committee may conduct or authorize investigations into any matters within the scope of its responsibility and may retain outside legal counsel, accountants or others to advise the committee in the conduct of such investigations, seek information from any employee of SOPHE, and meet with SOPHE's officers, external auditors or outside legal counsel as necessary. The committee shall be composed of at least three Trustees. The Treasurer shall chair this committee.

Section D - Other Committees and Task Forces

The Board of Trustees may create and appoint Individual Members to such other committees and task forces as the Board shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Trustees as outlined in the Policy and Procedures Manual, and shall give advice and make non-binding recommendations to the Board.

Section E - Term of Office

Each member of a committee shall serve for one year until the next annual meeting of the Board of Trustees and until a successor is appointed, unless the committee is sooner dissolved.

Section F - Rules

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Trustees.

Section G - Annual Reports

All committees shall make an annual written report to the Board of Trustees.

ARTICLE IX – CHAPTERS

Section A - Designation

The Board of Trustees may grant chapter status to those organizations that meet, and continue to meet, the requirements set forth below, in the SOPHE Policies and Procedures Manual and in any Chapter Affiliation Agreement entered into by SOPHE and such chapter. A chapter must:

1. be organized under the laws of a state or country as a separate, legal organization;
2. have twenty (20) members who are associated with the chapter as dues-paying members, ten (10) of which are SOPHE Individual Members in good standing;
3. demonstrate that at least two-thirds of the voting members in the proposed chapter support chapter status;
4. use the words "Society for Public Health Education" as part of the chapter's formal legal name;
5. have a President and Chapter Delegate who is a Individual Member in good standing;
6. be organized and operated exclusively for charitable or educational purposes consistent with the charitable and educational mission of SOPHE;
7. file periodic reports of its activities, promptly advise SOPHE of any proposed changes to the chapter's governing documents and the names of its newly elected officers and directors and provide such other information as SOPHE may request from time to time;
8. in the case of chapters organized under the laws of a state of the United States or the District of Columbia, comply with all applicable laws, rules and regulations, including, the Internal Revenue Code sections, rules and regulations applicable to public charitable organizations; and
9. in the case of foreign chapters, comply with all applicable laws, rules and regulations, and abide by provisions similar to those imposed by the Internal Revenue Code sections, rules and regulations applicable to domestic, public charitable organizations.

Section B - Subdivision

Chapters already designated may subdivide into two or more approved Chapters. The newly formed Chapters shall seek chapter designation by the Board of Trustees in accordance with the SOPHE Policies and Procedures Manual.

Section C – Designation, Suspension and Termination

The Board of Trustees' designation of chapter status shall be good for five (5) years. At the end of such time, the chapter must re-apply for chapter designation in accordance with the Policies and Procedures Manual. Notwithstanding the foregoing, the Board may terminate designation of a chapter if a chapter fails to satisfy any of the requirements for chapter status, or fails to re-apply for designation without reasonable written justification for having failed to do so.

Section D - Liability

Each Chapter shall be separate and distinct from SOPHE. Neither SOPHE nor the Chapter is authorized to incur any liability, obligation, or expense on behalf of the other, or to represent to any third party that it is an agent of the other party. SOPHE and each Chapter shall be responsible for its own liabilities, obligations and/or expenses.

ARTICLE X – HOUSE OF DELEGATES

Section A - Composition

The House of Delegates shall be composed of one representative elected by each Chapter to serve for a term of two years. These representatives shall be Individual Members in good standing.

Section B - Functions

1. The House of Delegates shall develop and recommend policies and issues to the Board of Trustees, which require its consideration, clarification, and/or action.
2. In addition, the House of Delegates shall have the primary responsibility for chapter development and shall serve as a forum for exchange, problem solving, and planning among the chapters. Committees may be appointed by the House of Delegates as needed for these purposes.
3. The House of Delegates shall elect a Speaker of the House and a minimum of three (3) At-large Trustees from its membership to represent the House of Delegates on the Board of Trustees. The Speaker of the House will serve for a one-year term and the At-large Trustees- will serve staggered two year terms. The House of Delegates shall elect an additional Trustee who is both an Individual Member and a member of one of the SOPHE chapters for every five (5) chapters in excess of twenty-five (25) chapters, up to a maximum of nine (9) such Trustees.
4. A regular annual meeting of the House of Delegates shall be held each year in conjunction with the annual business meeting.

Section C – Voting

1. Each Chapter representative will have one vote in the House of Delegates.
2. A quorum of the House of Delegates shall be a majority of the Delegates.

ARTICLE XI – INDEMNIFICATION

SOPHE may indemnify anyone, if it so chooses, to the fullest extent permitted by California law. The Board of Trustees may cause SOPHE to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of SOPHE or is or was serving at the request of SOPHE as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not SOPHE would have the power to indemnify such person.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order Newly Revised (most current edition) shall govern the conduct of all meetings of SOPHE when they are applicable and consistent with the governing documents of SOPHE and the Policies and Procedures Manual.

ARTICLE XIII - AMENDMENTS

Section A - Initiation

Proposed amendments to these Bylaws may be initiated by the Board of Trustees or by any fifty (50) Individual Members.

Section B - Method of Voting

The Board of Trustees shall send such proposed amendments, with a ballot to all Members via mail, fax, e-mail or other electronic means, which amendments and ballot may also be posted on the SOPHE website. Proposed amendments shall be adopted when approved by a majority vote of the Individual Members responding to the ballot within forty-five (45) days after the initial date of distribution, provided fifteen percent (15%) of the Individual Membership shall have returned a ballot. Announcements of the results of the voting shall be posted on the SOPHE website and may be announced in the next issue of SOPHE’s newsletter.