



Constitution and Bylaws

Amendments – [February 2010](#)
Affirmed by the Governing Council

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ARTICLE I. NAME OF THE ORGANIZATION

The name of the organization shall be the “Metropolitan Washington Public Health Association” hereinafter referred to as “MWPCHA” or the “Association”.

ARTICLE II. MISSION, VALUES, AND OBJECTIVES

Section 1 – Mission Statement

MWPCHA is an American Public Health Association (APHA) affiliate and a regional association of individuals and organizations working to improve the health of the public in the Metropolitan Washington region. The Association educates members, other professionals and the public in our region about scientific and professional health standards, practices and policies to enable them to advocate for social justice and enhance their own public health practice, addressing the conditions necessary for healthy communities.

Section 2 – Values

The core values of MWPCHA are social justice, collaboration, social and cultural competence, empowerment, health care as a right, member satisfaction, responsiveness, flexibility to capitalize on opportunities and respect for diversity of opinions.

Section 3 – Objective

The objective of the MWPCHA shall be to protect personal, public, and environmental health in the Metropolitan Washington area. In furtherance of this objective, MWPCHA is committed:

- A) To protect and promote personal, public and environmental health;
- B) To study and attempt to resolve health problems;
- C) To meet and to share knowledge and experience in order to achieve the organization’s goals;
- D) To provide leadership in public health by initiating and supporting voluntary and

- governmental action to meet health needs or to remedy health problems;
- E) To promote continuing educational opportunities for public health and allied workers to help them acquire new or broader knowledge and develop skills to provide more effective health services.
 - F) To collaborate with national, regional, and local public health organizations to further our mission in the region.

ARTICLE III. MEMBERSHIP

Section 1 – Types and Qualifications for Membership

Active membership shall be open to any person or organization with an interest or concern for health and related activities, and shall consist of individual, organizational, and life members.

- A) Individual membership is open to persons who espouse the goals and objectives of MWPHA.
- B) Organizational membership shall not be limited to health organizations.
- C) A member may become a life member under procedures and financial arrangements prescribed by the Governing Council. This membership holds all membership rights.

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Section 2 – Voting Rights

- A) The right to hold office, to vote, or to serve the Association in any capacity shall be open to all active dues paying individuals and life members in good standing.
- B) Organizational members shall have the privilege of receiving Association communications and of casting a single vote through a designated representative.

Section 3 – Application Process

- A) Applications for individual membership shall be submitted to the Membership Committee Chairperson who may approve such applications, using criteria adopted by the Governing Council.
- B) Applications for life membership shall be submitted to the Governing Council which may approve such applications.
- C) Applications for organizational membership from agencies or corporations interested in health shall be submitted to the Governing Council which may approve such applications.

Section 4 – Dues

A member shall be considered in good standing whose dues have been paid and are current.

- A) Membership dues for the different classes of membership shall be determined by the Governing Council. After consideration of the recommendation of the Membership Committee, the President, in consultation with the Finance Committee, shall be responsible for recommending the dues amount and dues structure to the Governing

- Council, which shall determine the amount and structure of the dues.
- B) The membership dues are payable annually in advance.
- C) The membership year for each member starts at the beginning of the month when dues are initially paid. The membership year ends at the end of that month of the following year.

Section 5 – Forfeiture of Membership

The Secretary shall give written notice to those members who are in danger of forfeiting their membership.

A membership may be denied or revoked by a 2/3 vote of the Governing Council present and voting at a regular or special meeting of the Governing Council. Grounds for action may include but are not limited to failure to pay dues for a time period specified by the Governing Council, misrepresentation of the Association or compromising ethical or professional standards.

The Secretary shall give written notice to any member whose membership is revoked.

~~The Governing Council will be informed of these removals.~~

ARTICLE IV. OFFICERS

Section 1 – Eligibility and Terms of Office

- A) The officers of MWPHA shall be a President, Vice President, Secretary, Treasurer and an Immediate Past President.
- B) Officers shall serve for a term of two years.
- C) The terms of office shall begin at the close of the annual meeting of the membership at which the elected officers are announced or May 1, whichever is sooner.
- D) All offices shall include a 2-3 month orientation/transition between the outgoing and incoming officer.
- E) All officers must be members in good standing of MWPHA. ~~The officers shall be elected in accordance with the provisions of Article VIII.~~
- F) No officer shall serve in the same office for more than two consecutive terms.

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Section 2 – Duties

- A) The President shall:
 1. Be the chief officer and spokesperson of the Association.
 2. Preside at Governing Council and membership meetings.
 3. Have authority to sign checks, legal documents and contracts for the Association.
 4. Serve *ex officio* as a member of all committees.
 5. Submit an annual budget to the Governing Council for approval.

6. Submit an annual report to the membership.
7. Operate according to the operations manual approved by the GC.
8. Be a member of APHA.

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B) The Vice President shall:

1. Perform all the duties of the President, in the case of absence, disability, or abdication of duties by the President.
2. Chair the MWPHA annual conference.
3. Operate according to the operations manual approved by the GC.

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C) The Secretary shall:

1. Be responsible for correspondence, and maintaining minutes of the Governing Council and membership meetings
2. Record the events of major importance to the Association
3. Maintain all written reports from committees.
4. Maintain a current copy of MWPHA's Constitution and Bylaws and incorporate amendments as required.
5. Operate according to the operations manual approved by the GC.

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D) The Treasurer shall:

1. Be responsible for oversight of all monies and securities of MWPHA, including having check signing authority and overseeing the deposit of all monies.
2. Be responsible for disbursement of funds as noted in the Association budget or as approved by the Governing Council.
3. Be responsible for controlling expenditures in accordance with the approved budget and for reporting at regular intervals to the Governing Council the annual budget status of the Association.
4. Submit a financial report to the membership at the Annual meeting.
5. Collaborate with the President to develop an annual budget. See Article IX.
6. Assure compliance with federal, state and local government reporting and financial requirements.
7. Operate according to the operations manual approved by the GC.

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E) The Immediate Past President shall:

1. Chair the nominating committee unless running for an office.
2. Chair the bylaws review committee.
3. Perform any duties or special projects at the request of the president.
4. Operate according to the operations manual approved by the GC.

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Section 3 – Vacancies and Removal of Officers

- A) If the President is unable to complete his/her term, the Vice President shall automatically succeed to the Presidency and complete the remainder of the term. Any other vacancy of office shall be filled through election by the Governing Council for the unexpired term.
- B) Any Officer may be removed by a 2/3 vote of the Governing Council present and voting at a regular or special meeting of the Governing Council. Grounds for removal include but are not limited to:
 - Failure to attend 3 consecutive meetings of the Governing Council in a year
 - Misappropriation of Association funds
 - Misrepresentation of the Association
 - Compromising ethical or professional standards
- C) Upon written notice to him/her the vacancy shall be filled as provided in Article IV Section 3 A.

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ARTICLE V. GOVERNING COUNCIL

Section 1 – Composition

- A) The Governing Council shall be composed of the five (5) Officers of the Association, and ten (10) elected members, one of whom shall be the Affiliate Representative to the Governing Council of the American Public Health Association.
- B) Governing Councilors are elected for a three-year term. There shall be no limit on the number of terms a member may serve.

Section 2 – Duties

- A) The Governing Council shall establish procedures for and determine Association policies.
- B) It shall be the responsibility of each individual Governing Council member to attend a minimum of 70% of the regularly scheduled meetings and to notify the President of any absences.
- C) Each Governing Council member will sign and abide by the Governing Council member agreement.

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Section 3 – Vacancies and Removal

- A) When a vacancy occurs among the elected members of the Governing Council, a successor to serve the unexpired term shall be elected by the current members of the Governing Council.
- B) Any Governing Council member may be removed by a 2/3 vote of the Governing Council present and voting at a regular or special meeting of the Governing Council. Grounds for removal include but are not limited to:
 - Failure to attend 3 consecutive meetings of the Governing Council in a year without cause

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- Misappropriation of Association funds
 - Misrepresentation of the Association
 - Compromising ethical or professional standards
- C) Upon written notice to him/her the vacancy shall be filled as provided in Article V, Section 3 A

Section 4 – Meetings and Quorum

- A) ~~Meetings of the Governing Council shall be held monthly except in July and August. The Governing Council will meet 10 times each year, and will determine the meeting schedule during the first meeting following the transfer of offices.~~ Special meetings shall be held at the call of the President or on written petition of three members of the Governing Council. A simple majority (50% plus 1) of the members of the Governing Council shall constitute a quorum for the purpose of transacting business.
- B) All resolutions adopted and all business transactions by the Governing Council require an affirmative vote of a simple majority of the Governing Council, a quorum being present.
- C) Any action required to be taken between meetings of the Governing Council may be taken without a meeting if consent in writing (electronic or paper), setting forth the action to be taken, shall be agreed to by a simple majority of the Governing Council, and be filed with the minutes of the next immediate proceedings of the Governing Council.

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Section 5 – Leave of Absence

The Governing Council, with a simple majority vote, can authorize a leave of absence up to 6 months for any Governing Counselor. Such a leave of absence can include family or sick leave.

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ARTICLE VI. MEMBERSHIP MEETINGS

Section 1 – Annual Business Meeting and Quorum

The Association shall hold an annual business meeting of the membership at a date set by the Governing Council. Twenty members in good standing or five percent of the membership, whichever is greater, shall constitute a quorum for transacting business at annual or called meetings of the membership.

Section 2 – Voting

Business shall be conducted in accordance with Roberts' Rules of Order. A majority vote shall be defined as a simple majority of the members present and voting, provided a quorum is present.

ARTICLE VII. COMMITTEES

Section 1 – Executive Committee

- A) There shall be an Executive Committee, consisting of the Officers of the Association as described in Article IV, Section 1A.
- B) A quorum constitutes the President and three other officers for transaction of business.
- C) An affirmative vote is a simple majority of those present.
- D) This committee shall consider and act on behalf of the Association on matters that require urgent and timely attention between meetings of the Governing Council, consistent with the Association's approved budget, policies and procedures.
- E) Any two members of the Executive Committee may schedule a meeting.
- F) The Executive Committee shall report on its actions at the next meeting of the Governing Council.

Section 2 – Standing Committees

- A) The Association Standing committees, which shall be chaired by a Governing Council member, shall be:
 - Executive
 - Nominating
 - Finance
 - Membership
- B) Additional Standing committees of MWPHA may be established by a majority vote of the Governing Council to carry out the activities of the Association.

Section 3 – Ad hoc Committees

- A) Subject to the approval of the Governing Council, the President may appoint such other committees as are deemed advisable to meet the objectives of the Association.
- B) The President shall designate committee chairpersons, who may be selected from members of the Association in consultation with the Governing Council.

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Section 4 – Nominating Committee

- A) The President appoints the nominating committee of no less than three members in good standing, the chair being a Governing Council member, no later than November 1, with approval of the Governing Council.
- B) No member of the nominating committee shall be eligible for nomination or renomination to any office.
- C) The duties of the committee are described in Article VIII, Section 2 herein.

Section 5 – Finance Committee

- A) The finance committee shall consist of at least three members in good standing, excluding officers, who shall be appointed by the President with approval of the

Governing Council.

- B) It shall be the responsibility of this committee to review the Association's financial policies and procedures.
- C) Once a year the finance committee will review the annual financial report and verify the accounts.
- D) Periodic reports by the finance committee to the Governing Council may include recommendations for changes.

Section 6 – Membership Committee

- A) The Membership Committee shall be composed of a Chair and several members. It is responsible for:
 - Recruitment and retention of members.
 - Recommending the dues amount and dues structure to the Governing Council.
 - Coordinating the annual Fall Social.

ARTICLE VIII. ANNUAL ELECTION

Section 1 – Officers and Governing Council

The President, Vice-President, Secretary, Treasurer and elective members of the Governing Council shall be elected by a mail ballot of the members in good standing.

Section 2 – Duties of Nominating Committee

- A) The Nominating Committee shall invite from the membership names for nomination for all elective positions. The committee shall assure that each nominee is a member in good standing and secure the consent of each nominee to be a candidate and to serve if elected.
- B) The Nominating Committee shall select at least one name for the offices of President, Vice-President, Secretary, and Treasurer. The nominating committee shall, to the extent possible, nominate at least one more name than there are vacancies on the Governing Council.
- C) The Nominating Committee shall compile at least forty-five days before the annual business meeting of the membership, a slate of its nominees, together with pertinent biographical information about each nominee.

Section 3 – Write-Ins

- A) Any ten or more voting members in good standing may make a nomination in writing for any vacancies to be filled, provided that they have secured the consent of the nominee to be a candidate and to serve if elected.
- B) Such nominations shall be submitted to the Secretary at least forty-five days before the annual business meeting of the membership, together with pertinent biographical

information about each nominee.

Section 4 – Election of Governing Council Members

Governing Council members shall be elected each year to serve for a term of three years.

Section 5 – Process

- A) The Nominating Committee shall prepare a ballot containing the names of all persons nominated under the provisions of Sections 2 and 3 of this Article, together with the biographical information. Ballots shall be distributed to the members at least thirty days before the annual business meeting of the membership.
- B) Completed ballots must be received by a date set by the Governing Council so that the Governing Council can receive the results prior to the annual business meeting of the membership.
- C) The Nominating Committee shall deliver all ballots to the tellers appointed by the President. The tellers shall count the ballots and report the results to the Governing Council.
- D) The candidate for each office receiving the highest number of votes shall be declared elected.
- E) The Governing Council will vote to break a tie in the number of votes cast for any office.
- F) The President's vote shall be withheld and used only to break a tie vote of the Governing Council except if the President is running for one of the current officer-elected positions. In that case a current Officer of the Association, not seeking office, will vote to break the tie.

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ARTICLE IX. BUDGET AND FINANCES

Section 1 – Annual Budget

- A) The fiscal year of the Association shall be the calendar year.
- B) The annual budget of the Association showing actual income and expenditures for the current year and projected income and expenditures for the next year shall be drawn up by the President in consultation with the Treasurer and submitted by November 1 to the Governing Council.
- C) The Council, not later than January 1, shall review and approve the annual budget of the Association.

Section 2 – Review of Finances

At least every three years there will be an independent audit or review of the financial condition of the Association as determined by the Governing Council.

Section 3 – Check Signing Authority

- A) The Treasurer and the President shall be authorized to sign Association checks.
- B) Two signatures are required on checks written over \$1000.

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ARTICLE X. AMENDMENTS

Section 1 – Amendments

- A) Amendments to these Constitution and Bylaws may be proposed by a petition to the governing council single by five or more members of the Association or by the members of the governing council. The governing council shall review and act on proposed amendments.
- B) The bylaws will be reviewed every year by an ad hoc committee chaired by the Immediate Past President and two Governing Councilors.
- C) The ad hoc committee will submit amendments to the governing council who approves the amendments by a simple majority vote.

Section 2 – Affirmation

- A) All proposed amendments to these Constitution and Bylaws shall be submitted to all members of the Association in good standing, and shall be adopted upon affirmative vote of a simple majority.
- B) The time of the submission of the proposed amendments to the membership shall be determined by the Governing Council but shall not exceed six months after submission of the proposal to the Governing Council.

ARTICLE XI. INDEMNIFICATION

- A) MWPHA, shall, to the extent required by District of Columbia law, indemnify officers, members of the Governing Council and employees, for all acts performed by them in any good faith attempt to fulfill their duties to MWPHA, specifically including all costs and expenses, including attorneys' fees, incurred in any action, claim, or demand concerning any such act.
- B) This provision shall be construed so as to provide and require the broadest, most complete, and extensive scope of indemnification legally permissible and affordable for the Association at the time the indemnification is sought or required.

ARTICLE XII. DISSOLUTION

The Association, following at least 30 days written notice to the membership of the intent and the scheduled meeting, may be dissolved by a vote of a two-thirds majority of those present and

voting at an annual meeting or a special membership meeting. A motion to dissolve MWPHA must include provision for distribution of the Association's assets to an entity or entities organized for charitable, educational or scientific purposes and recognized as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended. The dissolution shall be consistent with the fifth section of the Articles of Incorporation.

These Constitution and Bylaws were approved by the Governing Council on Date and amended by vote of the membership on Date.

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Signature of President

Date