



**UCHWA**  
UTAH COMMUNITY HEALTH  
WORKERS ASSOCIATION

## **BYLAWS of UCHWA 2023**

Please keep in mind that the UCHWA Bylaws may undergo revisions as part of the UCHWA Board of Directors' periodic reviews.  
Last updated: *December 2023*

# **BYLAWS of UCHWA**

## **ARTICLE 1 OFFICES**

### Section 1. Principal Office:

- a) The principal office of the Association is located at \_\_\_\_\_.
- b) The principal mailing address of the Association is  
Utah Community Health Worker Association  
P.O. Box 25956 Salt Lake City, UT 84199

### Section 2. Change of Address

- a) The designation of the county or state of the Association's principal office may be changed by amendment of these Bylaws.
- b) The Board of Directors may change the principal office from one location to another within the State of Utah by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_Dated: , 20\_\_

\_\_\_\_Dated: , 20\_\_

\_\_\_\_Dated: , 20\_\_

### Section 3. Other Offices

- a) The Association (UCHWA) may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

## **ARTICLE 2 NON-PROFIT PURPOSES**

### Section 1. Specific Objectives and Purposes

- a) The specific objectives and purposes of this Association are outlined in the current strategic plan.

### Section 2. Independent Status

- a) While membership is comprised of individuals representing varying entities, both for-profit and not-for-profit, private and public, the goals of the Association take precedence over any single individual's or agency's interest. Decision-making within the Association is

based solely on benefitting the public's health and well-being. Mechanisms have been instituted to ensure separation from those seeking to unduly influence the Association.  
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### Section 3. IRS Section 501(c)(3) Purposes

a) This Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE 3 MEMBERSHIP**

### Section 1. There shall be two classes of members.

a) **Individual CHW Members** are frontline public health workers who are trusted members of and/or have an unusually close understanding of the community served. This trusting relationship enables CHWs to serve as a liaison/link/intermediary between health/social services and the community to facilitate access to services and improve the quality and cultural competence of service delivery.

b) **Individual Ally Members** include medical and behavioral health providers, public health professionals, educators, advocates, administrators, researchers, and others who support the CHW workforce but who do not identify as CHWs themselves.

c) **CHW Organizational Members** recognize the unique history, experience and insight of Community Health Workers and share a common vision to support communities in achieving health, equity, and social justice. Organizational members partner with UCHWA to achieve our Strategic Objectives.

d) **Ally Organizational Members** include health and public health professionals, research, and other organizations who support the CHW workforce but who do not fit the CHW definition themselves. The leadership and/or membership of CHW Network Organizations (including Associations and Coalitions) are substantially composed of CHWs and those whose mission and activities focus on workforce development.

### Section 2. Application

a) Any person, agency or organization seeking membership in the Association as a new member shall fill out an application and submit it to the Membership Committee for acceptance. Upon acceptance of the application and payment of dues, the applicant shall be duly accepted into membership.

#### Section 4. Dues and Fees

- a) All membership dues shall be set by the Board of Directors as policy of the organization.
- b) The dues year shall be calculated using a rolling calendar year. Dues are payable annually and shall be due 365 days after the previous payment was deposited. Dues will be considered delinquent 45 days after the due date. Penalties for delinquency of dues shall be set by the Last Edited Dec 2023

Board of Directors.

- c) All fees to be charged for special activities of the Association shall be set by the Board of Directors unless such authority is specifically delegated by the Board of Directors to an Association committee.

#### Section 5. Diversity

- a) UCHWA embraces individual differences. The Association is united in the belief that diversity includes understanding and respecting individuals with differences in ideas, religion, gender, sexual orientation, ethnicity, race, national origin, physical attributes, physical ability, age, and socioeconomic status. The Association celebrates diversity and strives to create an organization that reflects the various communities the Association seeks to serve.

### **ARTICLE 4 ORGANIZATION INTENTIONS, AND AREAS OF FOCUS** Section

#### Areas of Focus

- a) Building and maintaining sustainable resources to provide support to the Utah CHW Workforce and other stakeholders through training, education, technical assistance, mentorship and connection.
- b) Build CHW workforce infrastructure and sustainability
- c) Establish an independent Utah Community Health Workers non-profit Association
- d) Provide ongoing technical assistance, education, training and mentorship to CHWs, CBOs, and stakeholders from across the state
- e) Support and sustain CHW certification process across the state of Utah

#### Section 2. Organization

- a) The Board maintains a list of current Intentions and focal points.. The Board approves any creation of a new intention or focus..

### Section 3. Purpose

A focal point will:

- a) Meet a direct need and gap in the current system serving CHWs workforce. b) Provide macro level approaches with the intention of capacity building within the profession.
- c) Work with stakeholders and CBOs in supporting the development of comprehensive & effective community engagement and change.
- d) Provide direct support and resources to CHWs.
- e) Share valuable information, training opportunities, networking, support, resources

## **ARTICLE 5 OFFICERS**

### Section 1. Composition

- a) The Officers of the Association shall be a President, President-Elect, Vice-President, Immediate Past President, Secretary, Secretary-Elect, Treasurer and Affiliate Representative to UCHWA.

### Section 2. Selection of Officers

- a) The President shall serve a term of one year, and shall serve as the President-Elect during the year prior to assuming the office of President. The President shall continue to serve on the Executive Committee for one additional year as the Immediate Past President.
- b) The President-Elect shall serve as the Vice-President for one year prior to assuming the President-Elect role and shall serve in such capacity for one year.
- c) The Vice-President shall be elected for a one year term. The Vice-President shall become the President-Elect after one year.
- d) The Treasurer shall be elected for a two-year term.
- e) The Affiliate Representative shall be elected for a three year term.
- f) The Secretary shall be appointed by the President, ratified by the Board, will serve a one-year term and shall be a non-voting member of the Board.
- g) Officers shall be elected by the membership voting on a secret ballot, or other voting method approved by the Board of Directors. Election results shall be announced at the annual business meeting of the Association. Officers shall begin their duties at the close of the annual meeting, at which time the terms of the current officers expire. Ballots shall be retained until the first Board meeting after the elections.

### Section 3. Vacancies

- a) A vacancy in the office of President shall be filled by the President Elect. A vacancy in the office of the President-elect shall be filled by the Vice-President.
- b) If a vacancy occurs in any other office before the expiration of a term, the Board of Directors shall have the power to fill the vacancy for the remainder of the term and should be filled from current Board of Directors members when possible, except for the: • Immediate Past President, which shall remain vacant until it is filled by the person from the next annual election, and Director, which will be opened to a recruitment effort, applications collected and evaluated, and selected candidates interviewed. The final selection of a new Director will be made by the Executive Board and ratified by the Board.

#### Section 4. Duties

a) President: The President shall serve as an Officer of the Association, a member of the Executive Committee and Board of Directors, and shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee. The President shall be the registered agent of the Association and shall be responsible for filing all necessary state and federal reports each year. The President shall be an ex-officio member of all committees except the Nominating Committee, and shall have the authority to act as the official representative of the Association between meetings of the Board of Directors and the Executive Committee. The President may, with the approval of the Board of Directors, appoint non-voting ex-officio members to the Board of Directors, such as historian, members of committees, and members who are to represent the Association to various external organizations, councils, committees, etc.

The President shall have such other duties as are determined by the Board of Directors. The President shall be responsible for oversight of the Member Services Unit (see Article 11). The position within the board is considered a working member and will

b) President-Elect: The President-Elect shall serve as an Officer of the Association, a member of the Executive Committee and Board of Directors, shall assist the President in carrying out assigned responsibilities, and shall preside at any meeting of the Association, Board of Directors, or Executive Committee at which the President is unable to attend. The President-Elect shall be the representative of the Association at any meeting to which the President would be authorized or required to attend, but for any reason, the President is unable to attend. The President-Elect shall serve as the chair of the Annual Meeting Committee, is the Executive Committee liaison to the Finance Committee and shall perform other duties assigned by the Board of Directors.

c) Vice-President: The Vice-President shall serve as an Officer of the

Association, member of the Executive Committee and Board of Directors, and shall assist the President and President-elect in carrying out assigned responsibilities and shall preside at any meeting of the Association, Board of Directors, or Executive Committee at which the President or President-elect is unable to attend, is the representative of the Association at any meeting to which the President or President-elect would be authorized or required to attend but for any reason, neither is able to attend. The Vice-President shall co-chair the Annual Meeting Committee and have other duties as determined by the Board of Directors.

d) Immediate Past President: The Immediate Past President shall serve as an Officer of the Association and as a member of the Executive Committee and Board of Directors. The Immediate Last Edited Dec 2023

Past President shall chair the Resolutions Committee and shall present its recommendations to the Board of Directors no later than the last Board of Directors meeting prior to the annual meeting and to the general membership at the annual meeting. The Immediate Past President shall also serve as the chair of the Membership Committee, a member of the Editorial Committee, the Executive Committee liaison to the Past Presidents' Committee (if activated), coordinate the association's university and college scholarships and have such other duties as are determined by the Board of Directors. The Past President shall coordinate the annual Association scholarships.

e) Secretary: The Secretary shall serve as an Officer of the Association, as a member of the Executive Committee and Board of Directors and shall act as secretary of the Association, the Board of Directors, and the Executive Committee. Duties shall include keeping a list of the members of the Association with the dates of their membership, as provided by the Membership Committee; keeping a list of committee chairpersons and members of committees and dates of appointment and keeping a file of committee meeting minutes provided by committee chairpersons. The Secretary shall be responsible for maintaining and safe-guarding all files, records, equipment and memorabilia of the Association. The Secretary shall prepare such a part of the correspondence of the Association as is usually prepared by the Secretary of similar organizations and have such other duties as are determined by the Board of Directors.

f) Treasurer: The Treasurer shall serve as an Officer of the Association, as a member of the Executive Committee and Board of Directors and a member of the Finance Committee; shall collect dues and shall have charge of the funds of the Association. All funds shall be collected and distributed by the Treasurer, but all orders on said funds shall be countersigned by any two of the following persons: President, President-Elect, Vice-President, Treasurer, chair of the Financial Management Unit, or other Board member as designated by the President. The Treasurer will furnish a financial statement of the Association at each annual meeting and at such times as called on by the Board of

Directors, Executive Committee or Finance Committee. All books, vouchers, and necessary documents shall be made available to the professional conducting the financial review not less than one month prior to the annual meeting and have such other duties as are determined by the Board of Directors.

#### Section 5. Compensation

a) Officers shall serve without compensation except for a reasonable advancement or reimbursement of travel related expenses incurred in the performance of their duties.

#### Section 6. Removal and Resignation

a) Any officer may be removed, with cause, as determined by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

b) This board will be composed of members with the understanding that it is a working board. Members will be expected to participate in leadership roles and responsibilities as defined in the position description. In the event of lack of follow-through, a vote will be taken by the board of directors to determine appropriate action.

### **ARTICLE 6 THE BOARD OF DIRECTORS**

#### Section 1. Composition

a) There shall be a Board of Directors (hereinafter referred to as Board) which shall consist of 6-10 members.

b) The Director serves as an ex-officio member of the Board.

#### Section 2. Responsibilities and Duties

a) The Board will serve as the policy-making body of the Association. Functions and activities shall be consistent with the Bylaws and Articles of Incorporation of the UCHWA and the Constitution and Bylaws of the Utah Community Health Workers Association.

The

Board shall be responsible for maintaining communication with, and fulfilling the obligation as an Affiliate of the Utah Community Health Workers



Association.

- b) The Board shall have full power of the Association, including that of filling vacancies of the Board, in matters demanding action between meetings of the Association, and shall report such action at the Annual meeting. The Board shall meet prior to and following the annual meeting and at least every three months between annual meetings.
- c) Other meetings of the Board may be called by the President or by request of five members of the Board.
- d) Attendance at Board Meetings is required and lack of attendance may serve as cause for removal from the Board.
- e) The Board shall be responsible for the hiring of the Director and any other employees for the Association and the development of policies and procedures for the operation of business office(s) for the Association at such time as they determine such business office(s) can be supported and justified. This Board shall be responsible for establishing the lines of authority necessary for sound administrative practices in the relationship of staff members to the Board and the elected officers of the Association. The Director shall officially represent the Board in its dealings with the staff of such office(s).
- f) The Board will be responsible to approve, upon petition, the creation of new workgroups and an organizing time limit.

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### Section 3. Vacancies

- a) If a vacancy occurs before the expiration of a term, the Board shall have the power to fill the vacancy from the Association's general membership for the remainder of the term.
- b) The Nominations Committee will assist the Board in filling vacancies.

### Section 4. Board Appointments

- a) The Board may appoint members of the Association to represent the Association as deemed necessary.

### Section 5. Compensation

- a) Board members shall serve without compensation except for a reasonable advancement or reimbursement of travel related expenses incurred in the performance of their duties.

### Section 6. General Liability Insurance

a) Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of general liability insurance on behalf of any agent of the Association (including a Director, officer, employee or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

#### Section 7. Removal and Resignation

a) Any Board Member may be removed, with cause, as determined by the Board of Directors, at any time. Any Board Member may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

b) Three or more unexcused absences in an Association year may be because of Board Member removal.

### **ARTICLE 7 THE EXECUTIVE BOARD**

#### Section 1. Composition

a) The President, President-Elect, Immediate Past-President, Vice President, Secretary, Treasurer, and Director together with one other member from the Board, elected by the Board annually, shall constitute the Executive Board.

#### Section 2. Vacancies

a) If a vacancy occurs before the expiration of a term, the Board shall have the power to fill the vacancy for the remainder of the term.

#### Section 3. Duties

a) The Executive Board shall meet upon call of the President or upon written request of three members of the Executive Board. The Executive Board shall function to the extent of the direction and authority given them by the Board. The Executive Board has the support of the Board to act on its behalf in the event of an emergency.

### **ARTICLE 8 MEETINGS**

#### Section 1. Annual Meeting

- a) There shall be at least one meeting of the membership annually.

#### Section 2. Regular Meetings

- a) The Board shall meet prior to and following the annual meeting and at least quarterly between annual meetings.
- b) Other meetings of the Board may be called by the President or by request of five members of the Board.
- c) Regular meetings may also be held with all or some parties participating by teleconference, videoconference, or similar communication method.

#### Section 3. Place of Meetings

- a) Meetings shall be held at a location designated by the current president with concurrence of the Board of Directors.

#### Section 4. Business Meetings

- a) There shall be a business session at the annual meeting at which time reports shall be received and other business of the Association conducted.
- b) Association business, requiring action at the annual meeting, shall be approved by the Board at a Board meeting prior to the annual meeting. Any resolutions not approved by the Board may be brought before the annual meeting only after receiving a 2/3 vote by the membership present and voting to consider the matter.

#### Section 5. Special Meetings

- a) A special meeting of the membership may be called by the Board of Directors. A special meeting of the Association shall be called by any member of the Executive Board upon written request of twenty five members of the Association.
- b) Board meetings may be closed to discuss legal or personnel matters.

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#### Section 6. Notice of Meetings

- a) Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Officers & Board:

1. Regular Meetings: Regular meetings of the Officers and Board will be posted on the Association website.

2. Special Meetings: At least one week prior notice shall be given by the Secretary of the Association to each Officer and Board Member of each special meeting. Such notice may be oral or written, may be given personally, by First Class Mail, by electronic mail, by telephone, or by facsimile machine; and shall state the place, date and time of the meeting. In the case of e-mail or facsimile notification, the individuals to be contacted shall acknowledge personal receipt.

3. Waiver of Notice: Whenever any notice of a meeting is required to be given to any Officer or Board Member of this Association under provisions of the Articles of Incorporation, these Bylaws, or the laws of the State of Utah, a waiver of notice in writing signed by the

President, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### Section 7. Meeting Agenda Items

a) Members in good standing may request that a topic(s) be added to a meeting agenda for discussion. The request must be submitted, in writing, to the President at least (8) business days prior to the scheduled meeting.

### **ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### Section 1. Execution of Instruments

a) The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

b) Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 2. Checks and Notes

a) Except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by another officer or Director of the Association.

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#### Section 3. Deposits

a) All funds of the Association shall be deposited within five business days of receipt to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Section 4. Gifts

a) The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association. The Board of Directors is specifically authorized, however, to decline on behalf of the Association, any contribution, gift, bequest or devise, acceptance of which, in the sole discretion of the Board, is considered not to be in the best interests of the Association and the effective and appropriate furtherance of its purposes.

### **ARTICLE 10 TAX EXEMPTION PROVISIONS**

#### Section 1. Limitation on Activities

a) No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

b) Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### Section 2. Prohibition against Private Inurement

a) No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

#### Section 3. Distribution of Assets

a) Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3)

of the Internal Revenue Code or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Utah.

#### Section 4. Private Foundation Requirements and Restrictions

- a) In any taxable year in which this Association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Association shall
1. distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
  2. not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
  3. not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
  4. not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and
  5. not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### **ARTICLE 11 WORKGROUPS**

#### Section 1. Workgroups

- a) There shall be 7 workgroups of the Association:

##### **Board of Directors Workgroups**

- A) Nominations and Elections Workgroup**
- B) Sustainable Finance Workgroup**
- C) Workforce Development Workgroup**
- D) Advocacy Workgroup**
- H) Membership Workgroup**
- I) Conference and Events Workgroup**
- J) Credentialing Workgroup**

- b) At the association's Annual Meeting, three Workgroup Members shall be elected by secret ballot by the voting membership to serve a term of three years. Beginning with 2024 elections, the nominees will be slated by responsible. Ballots shall be retained until the first Board Meeting after the election.

- c) The 7 Workgroups have the authority to form functional work groups or committees to help in their assignments. Committees that are needed will be led by workgroup leadership.

d) Special Committees shall be assigned by the Board of Directors.

### Section 3. Responsibilities of the Workgroup Members

- a) Each Member of the workgroups shall be elected to serve a timeframe designated by the members.
- b) The workgroups shall each have Board members who shall work together to coordinate the activities. It shall be the responsibility of each workgroup to oversee all activities of committees assigned to their workgroup Except as specified in the bylaws, the workgroup will designate the committee chairs.
- c) The senior tenured member of each workgroup shall serve as Chair unless another is designated. The Chair will serve on the Board and report on the activities of their workgroup and respective committees. A member will co-chair the workgroup to support the Workgroup Chair.

### Section 2. General Responsibilities of Workgroups:

- a) Each workgroup shall submit its recommendations and budget requests through the Workgroup Chair to the Board of Directors for approval and shall report on its activities to the membership at each annual meeting.
- b) All workgroups shall communicate, coordinate activities, and cooperate with each other and with the Board of Directors in carrying out the purpose of the Association.

### Section 3. Chairperson and membership:

- a) Workgroup Chairpersons and term length shall be designated by the Workgroup members. Workgroup membership is at the discretion of the Chair(s).

### Section 4. Standing Workgroups:

The standing workgroups of the Association shall be as follows:

- a) Executive Workgroup: The Executive workgroup shall be responsible to make recommendations to the Board of Directors concerning long term and short term goals that the Association should set in order to adequately protect and promote public health. The Chairperson or a representative shall serve as a member of the Program Committee. The workgroup shall assist others in the development of goals as well as measures to assess achievement of those goals.
- b) Nominations and Elections Workgroup: The Nominating Committee shall consist of three members. One member of the committee shall be elected by secret ballot by the voting membership at each annual meeting for a term of three years. The committee shall

nominate candidates for all offices, Board of Directors membership, and membership on the Nominating Committee. The Chairperson shall be the senior member of the committee in terms of service.

c) Sustainable Finance Workgroup: The Finance Workgroup shall study, review, and make recommendations to the Board of Directors on all financial matters of the Association. Following consultation with the Board of Directors and committees of the Association, the Finance Committee shall prepare a proposed budget which shall be presented to the Board of Directors for approval prior to the beginning of each fiscal year. The Resource Development Committee shall identify and solicit diversified sources of funding, including endowed funds, scholarships, donations, gifts, grants, and entrepreneurial opportunities to fund UCHWA. The workgroup shall and the Board of Directors will approve Policies and Procedures for these efforts.

d) Workforce Development Workgroup: The Professional Development Committee shall be responsible for actively promoting and improving developmental opportunities for health professionals, students, educators and others interested in public health in Utah. The Chairperson or a representative shall serve as a member of the Program committee and be available to serve on other Association committees as requested.

e) Advocacy Workgroup: The Advocacy workgroup shall review existing and proposed federal, state and local health laws and ordinances, propose needed health legislation and make recommendations to the Board of Directors for action.

f) Membership Workgroup: The Membership workgroup shall consist of three members. One member of the committee shall be elected by secret ballot by the voting membership at each annual meeting for a term of three years. In 2024, all three members shall be appointed by the Board of Directors to serve until the 2024 election. The Membership Committee shall actively work to solicit and retain members to the Association. This committee shall maintain a current membership list, membership forms, and cards. Members shall be billed yearly for dues by this committee.

g) Conference and Events Workgroup: The Annual Meeting Workgroup shall be responsible for planning the annual conference and assist with all other Association event planning and execution.

Awards Committee: This Committee shall consist of three members. In 2024, all three members shall be appointed by the Board of Directors. The Committee shall present to the Board of Directors, for approval, the names of persons recommended for special recognition, awards, or election to honorary membership of the Association, on or before the last Board meeting prior to the Annual Meeting. The committee shall be responsible for the preparation of awards to be presented.

Communications Committee: The Communications Committee shall



assist the Communications Group in its duties and provide the technical and media assistance needed.

h) Credentialing Workgroup: The (CHW) credentialing workgroup plays a vital role in establishing and maintaining standards, qualifications, and competencies for CHWs. This workgroup often comprises representatives from diverse backgrounds, including CHWs, healthcare professionals, educators, policymakers, and community leaders. Collaboration among these stakeholders is crucial to ensuring that CHWs are well-equipped, recognized, and integrated into healthcare systems to effectively address community health needs.

#### Section 5. Special Workgroups and Caucuses:

a) The Officers, Board of Directors, Workgroups, or Director may establish special and/or ad hoc committees and caucuses and designate Management Unit oversight. Membership on such committees shall be approved by the Board.

### **ARTICLE 12 ASSOCIATION STAFF**

#### Section 1. Director Selection.

The Director shall be selected by the Executive Committee from a list of candidates derived from a recruitment effort and ratified by the Board.

Section 2. Director Compensation: The Director and other staff will serve with compensation determined by the Executive Workgroup and ratified by the Board.

Section 3. Duties of the Director: The duties of the Director will be outlined and documented in detail by the Executive Workgroup and ratified by the Board.

Section 4. Annual Review: A review of the duties and performance of the Director will be by the four Presidents on an annual basis, as managed by the current President.

### **ARTICLE 13 QUORUM & PROXIES**

Section 1. The voting members present at any annual meeting shall form a quorum.

Section 2. There shall be no proxy votes of any kind either at the annual meeting, meetings of the Board of Directors, or Executive Workgroup meetings.

Section 3. Majority of the regularly elected and appointed members of the Board of Directors or

Executive Workgroup shall form a quorum at any Board of Directors or Executive Workgroup meeting.

#### **ARTICLE 14 PARLIAMENTARY PROCEDURE**

Section 1. Sessions of the Association and all other business shall be conducted in accordance with the Articles and Bylaws. Sessions and business not covered by the Articles or Bylaws shall be conducted in accordance with Robert's Rules of Order, Revised

Section 2. The President shall designate a Parliamentarian to assure all business conducted during the annual business meeting is conducted in accordance with the Bylaws and parliamentary procedures.

#### **ARTICLE 15 DEFINITIONS**

Section 1. The fiscal year shall begin January 1 and end on December 31 of the same year.

Section 2. The Association year shall begin with the close of the Annual Business Meeting and shall terminate with the close of business at the next annual Business Meeting.

#### **ARTICLE 16 AMENDMENTS**

Section 1. These Bylaws shall be reviewed annually by the Executive Workgroup. These bylaws may be amended by 2/3 vote of voting members present at any annual meeting provided the notice of proposed amendment has been given in writing to the Secretary and reviewed by the Board of Directors at a regular meeting of the Board of Directors prior to the annual meeting, and made available to voting members at the beginning of the first day of the annual meeting.