

BYLAWS

of the

UTAH PUBLIC HEALTH ASSOCIATION

Amended March 25, 2026

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of the

UTAH PUBLIC HEALTH ASSOCIATION

**ARTICLE 1**

**UTAH PUBLIC HEALTH ASSOCIATION PURPOSES**

- Section 1. The mission of the Utah Public Health Association, hereinafter referred to as the Association, is to address Utah's public health challenges by empowering public health professionals, educating the community, and advocating for effective public health policies.
- Section 2. The 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.
- Section 3. The Association shall defend, indemnify, and hold harmless the Board, the Executive Director and employees, against liability, including expenses reasonably incurred in connection with any action, suit or proceeding to which the individual is made a party by reason of being or having been an officer or member of the Board, the Executive Director, or employee, provided the person acted in good faith and in a manner that was reasonably believed to be in the best interest of Association as determined by the Board. The Board shall have the right to impose reasonable conditions to such indemnification including that the Association shall have the right to assume and control the defense or settlement of any claim made against the person to be indemnified.

**ARTICLE 2**

**BOARD OF DIRECTORS**

- Section 1. Board Organization and Structure
- A. There shall be a Board of Directors (hereinafter referred to as Board) which shall consist of seven Officers and twenty-one Unit Members.

- B. The Executive Director serves as an ex-officio member of the Board and is not entitled to voting rights.
- C. All members of the Board are entitled to one vote each.
- D. The Board shall meet at least quarterly. Board Meeting attendance is strongly encouraged. Lack of attendance may serve as cause for removal.
- E. Board Meetings may be closed to discuss legal or personnel matters.
- F. Board Members shall be dues-paying members.
- G. Board Members shall serve without compensation except for a reasonable advancement or reimbursement of travel-related expenses incurred in the performance of their duties.
- H. Board Members may be removed, with cause, as determined by the Board, at any time.
- I. Board Members may resign at any time by giving written notice to the Board or to the Executive Director.
- J. Board Members shall not serve more than two consecutive terms in the same position.

Section 2. Board Responsibilities and Duties

- A. The Board shall serve as the policy-making body of the Association by developing the policies and procedures for the operation of the Association.
- B. Functions and activities of the Board shall be consistent with the Bylaws and Articles of Incorporation of the UPHA and the Bylaws of the American Public Health Association.
- C. The Board shall be responsible for maintaining communication with, and fulfilling the obligation of the Association as an Affiliate to the American Public Health Association.
- D. Vacancies that occur before the expiration of the term shall be filled by the Board. Vacancies shall only be filled by current dues-paying Association members. Appointments shall last for the remainder of the unexpired term.
- E. The Board shall be responsible for ratifying the hiring of the Executive Director by majority vote.

- F. The 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.
- G. The Board shall be responsible to approve, upon petition, the creation of Sections.
- H. Members of the Board shall annually sign a conflict of interest and standard of ethics form.

**ARTICLE 3**  
**ASSOCIATION OFFICERS**

Section 1. Officers Organization and Structure

- A. The Officers of the Association shall be a President, President-Elect, Vice-President, Immediate Past President, Secretary, Treasurer, and Affiliate Representative to APHA.
- B. The Officers shall serve as Board Members.
- C. The Officers shall meet upon call of the President or upon written request of three Officers.
- D. The Officers shall function to the extent of the direction and authority given them by the Board. In the event of an emergency, Officers shall seek the support of the Board to act on its behalf.

Section 2. Officer Selection

- A. The Officers shall begin their duties at the close of the Annual Business Meeting, at which time the terms of the current officers expire.
- B. Presidents are elected to serve a total of four years with a one-year term in each of the following positions in the following order: Vice-President, President-Elect, President, and Immediate Past President.
- C. The Treasurer shall be elected for a two-year term.
- D. The Affiliate Representative shall be elected for a three-year term.
- E. The Secretary shall be elected for a two-year term.

Section 3. Officer Duties

- A. The President shall:
  - a. serve as an Officer of the Association and a member of the Board;
  - b. preside at all meetings of the Association, the Board, and the Officers;
  - c. be an ex-officio member of all sections and committees, with the exception of the Nominations Unit;
  - d. have the authority to act as the official representative of the Association between meetings of the Board and the Officers;
  - e. have other duties as determined by the Board; and
  - f. may, with the approval of the Board, appoint non-voting ex-officio members to the Board.
  
- B. The President-Elect shall:
  - a. serve as an Officer of the Association and a member of the Board;
  - b. assist the President in carrying out assigned responsibilities;
  - c. preside at any meeting of the Association, Board, or Officers at which the President is unable to attend;
  - d. 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; and
  - e. perform other duties assigned by the Board.
  
- C. The Vice-President shall:
  - a. serve as an Officer of the Association and member of the Board;
  - b. assist the President and President-elect in carrying out assigned responsibilities;
  - c. preside at any meeting of the Association, Board, or Officers; at which the President and President-elect are unable to attend;
  - d. be 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; and
  - e. perform other duties assigned by the Board.
  
- D. The Immediate Past President shall:
  - a. serve as an Officer of the Association and member of the Board;
  - b. assist the President and President-elect in carrying out assigned responsibilities;
  - c. preside at any meeting of the Association, Board, or Officers at which the President, President-elect, and Vice-President are unable to attend;
  - d. be 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;
  - e. oversee the development, review, and presentation of resolutions for the Annual Business Meeting; and
  - f. perform other duties assigned by the Board.

- E. The Secretary shall:
  - a. serve as an Officer of the Association, member of the Board, and act as secretary of the Board;
  - b. perform administrative tasks of the Board Duties, including keeping membership lists; and
  - c. perform other duties assigned by the Board.
  
- F. The Treasurer shall:
  - a. serve as an Officer of the Association and member of the Board, and oversees the Fiscal Unit;
  - b. have access to all financial accounts and documents;
  - c. meet with the Executive Director on a monthly basis to review the organization's financial statements and ensure fiscal accountability;
  - d. provide a current and accurate financial statement to the Board of Directors quarterly;
  - e. provide a current and accurate financial statement at the Annual Meeting; and
  - f. perform other duties assigned by the Board.
  
- G. The Affiliate Representative to APHA shall:
  - a. serve as an Officer of the Association and member of the Board;
  - b. represent the Association on the APHA Governing Council and the Committee on Affiliates (COA);
  - c. assist the President and the Association in the development of APHA/UPHA relationships and to fulfill APHA obligations;
  - d. ensure timely exchange of information and action by the Board on APHA policy, resolutions and affiliate action; and
  - e. perform other duties as assigned by the Board.

**ARTICLE 4**  
**MANAGEMENT UNITS, SECTIONS, AND COMMITTEES**

- Section 1. Management Units, Sections, and Committees Organization and Structure
  - A. The Secretary maintains a list of current Management Unit, Section, and Committee members.
  - B. Management Units are determined by the Association bylaws.
  - C. Sections and Committees shall be approved by the Board by majority vote.
  - D. Sections and Committees may be removed by the Board by majority vote.
  - E. Management Units, Sections, and Committees shall only act on behalf of the Association with permission of the Board or Executive Director.

- F. Management Units, Sections, and Committees, in coordination with the Treasurer, shall provide the Fiscal Unit an annual budget proposal.
- G. Management Units, Sections, and Committees shall keep meeting minutes that shall be accessible to the Board and Executive Director.

Section 2. Management Units

- A. There shall be seven Management Units of the Association: Advocacy, Communications, Conference Planning, Fiscal, Membership, Nominations, and Student.
- B. Management Units may form Committees to help in their assignments. New Committees shall be approved by the Board. It shall be the responsibility of each Management Unit to oversee all activities of any Committees assigned to their Unit.
- C. Each Member of the Management Units, excluding the Student Unit, shall be elected to serve a three-year term unless they are filling a vacated term.
- D. Each Member of the Student Unit shall be elected to serve a one-year term.
- E. Each Management Unit shall be overseen by the Officers.
- F. The senior tenured member of each Management Unit shall serve as Chair unless another is designated. The Student Unit shall designate a chair.
- G. All members of the Unit are voting members of the Board. The Chair, or designee, reports on the activities of their Unit and respective committees.

Section 3. Sections

- A. A Section represents one or more of the major public health disciplines, professions, or programs.
- B. Sections shall be approved by the Board by majority vote.
- C. Sections shall conduct elections annually to select a Section Chair.
- D. Section Chairs shall attend board meetings as a non-voting member and report on activities of the Section.
- E. Section members shall meet at least quarterly.

- F. Sections shall have at least 10 Association members who regularly attend Section meetings.
- G. Sections may be removed by the Board by majority vote.

Section 4. Committees

- A. A Committee is a group approved by the Board to perform specific tasks, make recommendations, and support the Association's work.
- B. Committees shall be approved by the Board by majority vote.
- C. Committees shall function under the direction of a Management Unit or Officers.
- D. Committees are time-limited groups as determined by the Board.
- E. Committees may be removed by the Board by majority vote.
- F. Committees may become a Section by petitioning the Board at the end of their time-limited time.

**ARTICLE 5**  
**ASSOCIATION MEMBERSHIP**

Section 1. Membership Categories

- A. Individual Member: Any person who is interested in the cause of public health in Utah shall be eligible to apply as an individual member. A member in good standing of another public health association affiliated with the American Public Health Association may transfer membership to the Utah Public Health Association and be a member until the expiration of their previous membership.
- B. Student Member: Any person who is at least a half-time student at an educational institution shall be eligible to apply as a student member.
- C. Retired Member: Any retired person who is interested in the cause of public health shall be eligible to apply as a retired member of the Association.
- D. Early Career Professional Member: Any person who graduated in the last 36 months and is transitioning into the public health workforce shall be eligible to apply as an early career professional member. This membership category may be used for up to three consecutive years.
- E. Organizational Member: Any organization that is interested in the cause of public health.

- F. The Board may vote to approve additional membership categories.

Section 2. Membership Dues and Fees

- A. All membership dues shall be set by the Board and reviewed annually.
- B. The dues year shall be calculated using a rolling calendar year. Dues are payable annually. Dues shall be considered delinquent 45 days after the due date, at which time the membership shall be cancelled.
- C. All fees for special activities of the Association shall be set by the Board unless such authority is specifically delegated by the Board to an Association committee.

**ARTICLE 6**  
**MEMBER MEETINGS**

Section 1. Association Annual Meeting

- A. There shall be at least one meeting of the membership annually.
  - a. There shall be a business session at the Annual Meeting for Association members where reports shall be received and other business of the Association shall be 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.
  - c. Any resolutions not approved by the Board may be brought before the Annual Meeting only after receiving a two-thirds vote by the membership present and voting to consider the matter.
- B. In association with the Annual Meeting, the voting membership shall vote by secret ballot for all open Management Unit and Officer positions. Ballots shall only be accessed by the Nominations Unit until after the new board members are announced. Election results shall be announced at the Annual Business Meeting of the Association. Ballots shall be retained until the first Board Meeting after the election.

Section 2. Other Meetings

- A. Other meetings may be called by the President or by the request of five members of the Board.
- B. A special meeting of the Association may be called by any member of the Association in good standing upon written request of twenty-five members of the Association.

Section 3. Quorum and Proxies

- A. The voting members present at any Annual Meeting shall form a quorum.
- B. There shall be no proxy votes at the Annual Meeting.
- C. A majority of the Board shall form a quorum.

Section 4. Parliamentary Procedure

- A. Meetings of the Association and all other business shall be conducted in accordance with the Bylaws.
- B. Meetings and business not covered by the Bylaws shall be conducted in accordance with Robert's Rules of Order, Revised.
- C. 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 7**  
**ASSOCIATION STAFF**

Section 1. Executive Director

- A. The Executive Director shall be selected by the Officers and ratified by the Board.
- B. Compensation for the Executive Director shall be determined by the Officers and ratified by the Board.
- C. The duties of the Executive Director shall be determined by the Officers and ratified by the Board.
- D. The Executive Director or a valid third party shall be the registered agent of the Association. The Executive Director shall be the responsible party for filing all necessary state and federal reports each year.
- E. The Executive Director shall be responsible for maintaining and safeguarding all files, records, equipment, and memorabilia of the Association.
- F. An annual review of the duties and performance of the Executive Director shall be conducted by the Officers on an annual basis and overseen by the current President.

- G. It shall be the duty of the Executive Director to appoint other members of the staff in positions authorized by the Board. The Executive Director shall assign duties, direct and supervise work, and perform such other duties as may be directed by the Board.

**ARTICLE 8**  
**EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

Section 1. Execution of Instruments

- A. The Board, 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. Deposits and Withdrawals of Funds

- A. All funds of the Association not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Officers may direct. Any withdrawal of funds shall follow policies and procedures as set by the Board.
- B. Proper accounting methods and safeguards shall be established in the policies and procedures of the Association.

Section 4. Gifts

- A. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of the Association. The Board 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 9**  
**TAX EXEMPTION PROVISIONS**

Section 1. Limitation on Activities

- A. No substantial part of the activities of the 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 the 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, the 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. Upon the dissolution of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the 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 by the Board in accordance with all applicable provisions of the laws of the State of Utah.

## **ARTICLE 10 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 11 AMENDMENTS**

Section 1. These Bylaws shall be reviewed annually by the Officers. These bylaws may be amended by a two-thirds 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 at a regular Board Meeting prior to the Annual Meeting and made available to voting members at least 30 days before the first day of the Annual Meeting.