

# **SOUTH CAROLINA PUBLIC HEALTH ASSOCIATION (SCPHA)**

## **CONSTITUTION AND BYLAWS**

The South Carolina Public Health Association was founded in 1921 and adopted its first Constitution and Bylaws in 1928.

### **CONSTITUTION**

#### **ARTICLE I**

##### **Name**

The name of this Association shall be the South Carolina Public Health Association.

#### **ARTICLE II**

##### **Object**

The object of this Association shall be to protect and promote personal, community and environmental health. It shall exercise leadership in health policy development and action. It shall provide a forum for matters pertaining to public health and for scientific and professional development of the membership.

#### **ARTICLE III**

##### **Membership**

There shall be six classes of members designated as regular, retiree, lifetime, student, honorary and organizational.

#### **ARTICLE IV**

##### **Management**

The affairs and management of the Association shall be vested in Governing Council, which shall establish policies, determine the fiscal pattern and manage the affairs of the Association.

## ARTICLE V

### Officers

The officers of the Association shall be a president, a president-elect, a vice president, a secretary and a treasurer.

## ARTICLE VI

### Governing Council

- Section 1. The Governing Council shall consist of:
- (a) the officers of the Association,
  - (b) the immediate past president,
  - (c) the representative(s) to the Governing Councils of the American Public Health and Southern Health Associations,
  - (d) the chairperson of each section, with an elected chair, and
  - (e) four elected members-at-large.
- Section 2. The officers of the Association shall be the officers of the Governing Council.
- Section 3. A quorum of the Governing Council shall consist of a simple majority of those active members of the Association who are present at an officially called meeting of the Association. At least three shall be officers of the Association.
- Section 4. The newly elected Governing Council shall meet jointly at its first meeting with members of the outgoing Governing Council. It shall meet at other times and places to be determined by the President. Special meetings may be called at the written request of five (5) council members. At least fourteen (14) days notice of any Governing Council meeting shall be given members, in writing, stating the purpose of the meeting.

## ARTICLE VII

### Meetings

- Section 1. There shall be at least one meeting of the membership each year to conduct of the business of the Association at a time and place to be selected by the Governing Council.
- Section 2. The President upon recommendation of the Governing Council may call special meetings of the Association at any time.

Section 3. A quorum of the Association shall consist of a simple majority of those active members of the Association who are present at an official called meeting of the Association. At least three of these members shall be officers of the Association.

## ARTICLE VIII

### Amendments

This Constitution may be amended by a two-thirds vote of eligible members of the Association voting thereon by ballot cast by mail or at any meeting, provided that the specific amendment(s) to be voted upon shall receive the approval of the Governing Council and be distributed to the membership not less than thirty (30) days prior to the date completed ballots must be acted upon. All amendments shall become effective at the conclusion of the meeting at which they are adopted or upon completion of the tally of the mail ballots.

# **BYLAWS**

## **ARTICLE I**

### **Membership and Dues**

Section 1. There shall be the following classes of membership: Regular, Retiree, Lifetime, Student, Honorary and Organizational. The Governing Council may delegate responsibility for membership application approval to the Membership Committee except for Honorary and Lifetime.

(a) Regular Member: Any active worker in the health field, or other persons interested in the promotion of public health and the object of the South Carolina Public Health Association who pays dues annually. A regular member shall be eligible to vote and hold office.

(b) Retiree Member: A member who is no longer employed and/or engaged in a full-time position in a health field or other related public health field. The retiree member shall have all the privileges of regular membership and the dues reduced to 50% of the prevailing rate.

(c) Lifetime Member: A member is eligible to purchase a lifetime membership if he/she has been a member of the Association for 30 years and makes a onetime payment equal to the regular annual dues. Lifetime membership confers all the privileges of regular membership. In a GC Meeting, this was discussed and was to be referred to the Constitution and By Laws Committee to have it read, 30 consecutive years. However, since the committee was inactive the past two years, this was never completed.

(d) Student Member: Any person enrolled full-time at an accredited institution of higher learning who is interested in the promotion of public health and the object of the South Carolina Public Health Association and who pays dues annually. A student member shall have all the privileges of regular membership and the dues reduced to 50% of the prevailing rate.

(e) Honorary Member: Any person or group of individuals, agency or any organization who has rendered service to the cause of public health with local, state or national impact deserving of special recognition. Nominations and supporting justification may be submitted to any member. Election to honorary membership shall be by three-fourths vote of the Governing Council. Honorary Membership does not confer any privileges reserved for a regular member.

(f) Organizational Member: Any corporation or organization interested in the growth and development of the Association that is willing to contribute in a large

measure to its support and which pays dues annually. An organizational member as an entity is entitled to one vote. This entity shall not be eligible to hold office.

Section 2. Dues

- (a) Dues shall be paid on a member's anniversary date related to when they joined/renewed their membership in the Association.
- (b) Annual dues of members shall be established by the Governing Council.
- (c) Members in arrears of dues payment for the current fiscal year at the time of a mail ballot shall not be eligible to vote.
- (d) Members in arrears for two years shall be removed from the membership list.
- (e) Dues may be paid for more than one membership year.

ARTICLE II

Governing Council

The Governing Council shall:

- (a) Appoint representative(s) to the Governing Council of the American Public Health Association and the Southern Health Association upon the recommendation of the President.
- (b) Fill vacancies in offices and on the Governing Council occurring after the annual meeting in accordance with the provisions of the Bylaws.
- (c) Establish sections of the association, combine or discontinue them where necessary, prescribe the criteria for establishment of sections and maintain coordination among sections.
- (d) Consider, approve, and initiate implementation of all resolutions adopted by the governing Council and/or the membership of the Association.
- (e) Consider the implication of and carry out all motions adopted by the membership at annual and special meetings of the Association.
- (f) Delegate responsibilities as are consistent with and not specifically designated in the Constitution and Bylaws to standing and special committees of the Association in order to carry out the object of the Association.

- (g) Approve applications for organizational and lifetime membership.
- (h) Carry out other duties and responsibilities necessary to manage the affairs of the Association.
- (i) The Association Executive Committee shall consist of the President, President-Elect, Vice-president, Secretary and Treasurer. The President may call on this committee to meet as necessary to review and discuss Association issues not requiring Governing Council or Membership approval or vote.
- (j) The Executive Committee serves in an advisory capacity as needed and not as a governing body. The Executive Committee shall carry out all policies and duties of the Governing Council between meetings with the expressed exclusion of the amendment of the By-Laws of the Association and filling vacancies on the Executive Committee.

### ARTICLE III

#### Officers and Council Members

##### Section 1. Qualifications

The Governing Council shall be the judge of the qualifications of membership of the Association, its officers and council members, and provide oversight to nominations received for Association officers.

(a) An officer of the Association shall have been a member of the Association for the immediate past three years prior to taking office.

(b) Council members shall have been a regular, retiree, student, and/or lifetime member of the Association for the immediate past three years prior to taking office, unless waiver is considered and granted by the Governing Council.

##### Section 2. Duties

(a) The President of the Association shall be the chief executive office of the Association. He or she shall serve as presiding officer of the Association and the Governing Council and shall be an ex-officio member of all committees except Nominations, and shall perform such other duties as are customary to this office. The President shall mentor the President-Elect regarding the Constitution & By-Laws and current Policies and Procedures.

- (b) The President-elect shall be an ex-officio member of all standing committees and shall perform such other duties as are delegated by the Governing Council or the President. The President-Elect shall chair the Program Committee during his/her tenure as President-Elect.
- (c) The Vice-President shall assume all the duties of the President when, by absence or disability, the President is unable to perform those functions and shall perform such other duties as may be delegated by the Governing Council or the President.
- (d) The Secretary shall keep the minutes of Governing Council and Annual Meetings and shall perform such other duties as are customary to the office.
- (e) The Treasurer shall oversee the financial management of the Association, shall ensure that all of the appropriate financial records are kept, shall ensure that funds are disbursed in accordance with approved Association policy and shall perform such other duties as are customary to the office.
- (f) The President of the Association may ask for the resignation of a Governing Council Member or request his/her removal with the approval of Governing Council for one or more of the following reasons: 1) missing three consecutive Governing Council meetings annually without assigning proxy or submitting a written report to the Association Secretary; 2) consistently failing to perform duties of the office; and/or 3) engaging in conduct resulting in unbecoming to a council member. (Note: Currently this is not being enforced.)

Governing Council may take this same action against the President for the reasons outlined above.

### Section 3. Terms of Office

- (a) The term of office of the President, President Elect, Vice-President and Secretary shall be for one year. The term of office of the Treasurer shall be for two years.
- (b) The terms of office of the four elected members of the Governing Council shall be for two years. Two members being newly elected each year.
- (c) The term of office for the representative(s) shall be for three years, or to conform to the bylaws of the Association they represent.
- (d) Officers and council members shall assume office on July 1.

(e) All vacancies in office other than in the office of President shall be filled through appointment by the President subject to the approval of Governing Council.

#### ARTICLE IV

##### Nominations and Elections

- Section 1. Election of officers and others chosen by membership shall be executed by secret ballot.
- Section 2. The Nominating Committee shall prepare a slate of one or more qualified candidates for each elective position to be filled. This slate shall be presented to Governing Council for ballot approval at least 60 days prior to the annual meeting.
- Section 3. Additional candidates may be placed in nomination by petition of 50 or more voting members. Said petition must be submitted to the Chairman of the Nominating Committee before the stated deadline. Names of such nominees, if eligible, shall be included on the election ballot.
- Section 4. The election ballot shall be prepared by the Nominating Committee and distributed to all voting members at least 30 days prior to the annual meeting. A brief biographical sketch of each nominee shall be included/posted with the ballot.
- Section 5. Election shall be by a majority of votes cast. If a majority is not received by any one candidate when more than two candidates are voted upon, the two candidates receiving the most votes will be voted upon by written ballot at the annual meeting.
- Section 6. The Nominating Committee shall act to tabulate all votes in accordance with Roberts Rules of Order (Revised) and shall report the results at the annual meeting.

#### ARTICLE V

##### Committees

Section 1. Standing Committees

The Association President is an ex-officio member of all standing and special committees.



The chair and members of standing committees shall be appointed annually by the President, subject to the approval of the Governing Council where specified.

Committee members shall pay annual dues no later than thirty days after member's anniversary date to be eligible to serve on a committee.

(a) Awards Committee: The Awards Committee shall consist of five members. This Committee shall be responsible for recruitment of nominees for the Association Awards, reviewing nominees for eligibility, and recommending candidates to the Governing Council for final selection.

(b) Constitution and Bylaws Committee: This Committee shall consist of the Immediate Past President as Chair, one or more past-presidents, one or more members-at-large, and one or more active members of the Association. This Committee shall be responsible for annual review of the Constitution and Bylaws of the Association and for proposing amendments as necessary and keeping the Procedures Manual current.

(c) Continuing Education Committee: The Continuing Education Committee shall be composed of a Chair appointed by the President and one member from each discipline wanting CEU credits, appointed by section chairs and the President. This Committee shall be responsible for supporting regional conferences and initiating action and direction for educational programs.

(d) Conference Planning Committees: The Conference-Planning Committees shall be responsible, for planning all aspects of the Association's Annual Conference.

This committee shall have two co-chairs, each appointed by the President, to oversee the Program and Conference Planning/Logistics responsibilities of these committees. The Conference Planning Committees includes the Convention Coordinators, Program Committee, Contributed Papers Subcommittee, Social Committee, responsible for the Early Bird Reception and Entertainment, Exhibits Committee, Facility and Logistics Committee, Registration Committee and other committees (e.g.) Silent Auction), as may be needed in order to assure successful conference and meetings.

(e) Program Committee: The Program Committee is chaired by the President-elect and shall consist of one representative from discipline wanting continuing education credits, and other members as the President and Chair may wish to appoint. This Committee shall be responsible for planning the educational program and annual business meeting of the Association and the annual educational conference, if held separately.

The convention coordinators shall submit a proposed convention to be part of the annual budget to the Association Treasurer in a timely manner.

(f) Finance Committee: The Finance Committee shall be composed of the Treasurer of the Association, the Association's Financial Coordinator and at least two additional members. This Committee shall be responsible for the preparation of an annual budget for the Association, studying its financial status, and making recommendations regarding these matters to the Governing Council, and notifying the President regarding the results of the annual review. This review shall be conducted by an external accounting entity that is not on the Finance Committee. The fiscal review does not have to be performed by a CPA.

(g) Fiscal Review Committee: The Fiscal Review Committee shall consist of the Chair, appointed by the President, and two members, the Associations' Financial Coordinator. This committee is responsible for assuring that a review of the financial records is performed annually. A copy of the report shall be sent to the President and presented to the Governing Council.

(h) Futures Planning Committee: The Futures Planning Committee shall consist of a Member at Large as Chairperson, Immediate Past President up to four Past Presidents, and member from other health, social services and/or community based organizations as the President and/or Chair may wish to appoint. At least half of the members of this committee shall have previous experience with Governing Council and the functions and duties of that body and the Association. This Committee acts in an advisory capacity to the Governing Council and is charged with ensuring continuity with respect to the course and activities of the Association, as well as preserving its history and assuring the Strategic Plan is being followed and updated.

(i) Public Policy and Advocacy Committee (Combined from Previous Legislative and Resolutions Committees):

The Public Policy and Advocacy Committee shall consist of a Chair appointed by the President, and representative from the former Resolution Committee. The Governing Council representatives from the American Public Health Association and the Southern Health Association, and other members as the President and Chair may wish to appoint. It shall be the responsibility of this Committee to review and report to Governing Council on key public health legislation and to recommend official positions and actions the Association should take with respect to proposed key legislation. This committee will also define the criteria for Legislator(s) of the Year Award and solicit nominations for the award each year. The Committee Chair and the SCPHA President shall make urgent or emergency decisions or actions about specific legislation. This committee will receive and review all resolutions presented by members, sections and

committees and recommend to Governing Council acceptance or rejection. Additionally, the Committee may prepare resolutions as directed by the Governing Council.

(j) Membership Committee: The Membership Committee shall consist of a Chair appointed by the President, member from each Section of the Association designated by the Section Chair and other members as the President may wish to appoint. This Committee shall be responsible for developing ways and means of recruiting and retaining members; and determining eligibility for organizational and lifetime membership classifications.

(k) Nominating Committee: The Nominating Committee shall be composed of five members appointed by the Governing Council. The Chair shall be chosen from the Governing Council and the remaining four shall be chosen from the membership at large. This Committee shall be responsible for selecting and presenting a slate of qualified candidates, preparation and distribution of the election ballot and the tally of votes as defined in Article IV.

(l) Public Health Month Committee: The Public Health Month Committee shall be chaired by the Vice-President of the Association and shall consist of a representatives from section of the Association designated by the Section Chair and other members as the President and Vice-President may wish to appoint. This Committee shall be responsible for planning activities for the annual celebration of Public Health Month and should submit a budget to the Association Treasurer when other Association budgets is due.

(m) Marketing and Public Relations Committee: This Committee shall consist of a Chair appointed by the President, representatives from sections of the Association designated by the section chair and other members as the President may wish to appoint. The President shall identify from this committee's membership an Editor of the Bulletin and an Association Webmaster. The Committee shall be responsible for marketing the Association and for keeping members abreast of Association activities. The Association President and Public Information Chair review and approve all listserv messages prior to these being sent to the membership. All Association marketing tools/materials, including but not limited to flyers, brochures, etc., are to go through the Marketing and Public Relations Committee prior to distribution/dissemination.

(n) Scholarship Committee: The Scholarship Committee shall consist of the a Member-at-Large as Chair, one other Member-at-large, and a representative from an accredited School of Public Health/Department of Public Health. his Committee is responsible for publicizing the Association scholarships, receiving nominations, selecting potential scholarship recipients and recommending

potential scholarship recipients to the Governing Council, based upon established criteria for any scholarships funded and awarded.

(p) Sponsorship Fundraising or Capital Fund Committee: The sponsorship committee shall consist of a e responsible for searching for, applying for and securing sponsorships, grants, and donations and other financial resources for the Association.

(q) Mid-Year Conference Committee: The Mid-Year Conference committee shall consist of a Chair, appointed by the President, and volunteers. This committee will be responsible for planning and coordinating an annual Mid-Year Conference. The committee chair is responsible for submitting a proposed budget to the Association Treasurer when other Association budgets are due.

Section 2. Special Committees – There shall be such other advisory and special committees as the President and/or Governing Council shall from time to time deem necessary to carry on the work of the Association. Examples of Special Committees may include special fundraising committees, or special public health focus committees.

## ARTICLE VI

### Sections

#### Section 1. Organization

(a) On petition of twenty members interested in forming a section, will need prior approval of the Governing Council, such section may be established by majority affirmative vote or a quorum of eligible voters of the Association at any meeting of the Association, provided that notice is given in the call for the meeting of the proposal to establish a section or sections.

Said petition should:

(1) State the purpose and the goals of the proposed section.

(2) Document why present sections cannot meet their interests.

(3) A probation period of one year shall be served, at the end of which the Governing Council of the Association will review section activities to determine whether the section is eligible to be continued.

(b) A Section will require review by the Executive Committee if:

(1) the membership is less than twenty members for a period of two years and the section fails to elect officers for a period of two consecutive years; or

#### Section 2. Section Officers

(a) The officers of the section, elected from the section membership, shall be the Chair, Chair-elect, Vice-chair, Secretary. As membership allows, sections may elect up to two members to serve the section as Members-at-Large.

(b) The terms of office for the Chair, Chair-elect, , and

Secretary shall be one year. Each Chair-elect will assume the office of Chair the following year. The terms of office for the members-at-large (if elected) shall be for two years. Each term of office shall begin on July 1 after the election. If the position of Chair-elect is vacant on July 1 after the election. If the position of Chair-elect is vacant on July 1, the current chair may remain in his/her position.

(c) The Chair-elect, Secretary and one member-at-large if elected each year.

(d) Elections shall take place prior to the Associations annual business meeting. Sections may determine the best way to conduct elections for section officers.

(e) A majority of votes cast by the section's eligible voting members shall constitute an election.

(f) The officers of the Section shall pay annual dues no later than 30 days after the member's anniversary date.

Section 3. Duties of Section Officers

(a) The Chair

(1) Shall call and preside at section meetings. Shall be responsible for leadership in section affairs and appointment of committees within the section and representatives to Association committees.

(2) Shall be a member of the Governing Council of the Association; and shall submit a written report to the Association Secretary as requested prior to Governing Council Meetings.

(2) When unable to attend a Governing Council meeting, the Chair shall submit a written report to the Association Secretary, and designate a proxy from Governing Council or Section membership to attend the meeting in his/her stead.

(3) Upon completion of term of office of the chair, all official records of the section shall be transferred to the custody of the new chair.

(b) The Chair-elect shall serve Chair functions in the Chair's absence.

(c) The Secretary

(1) Shall keep minutes of all meetings of the section.

(2) Shall obtain reports from section committees so that they may be retained as a permanent part of the section's records.

(e) Members-at-Large

(1) Be aware of the opinions of the majority of the membership and present these to the officers when appropriate.

(2) Function as the membership's advocate at section meetings.

Section 4. Section Meetings

- (a) Section meetings may be held in conjunction with the regular meetings of the Association and at other times and places as desired.
- (c) Attendance at Section Meetings is not limited to members of the section.
- (d) A quorum shall consist of a majority of the section members present and voting. Voting shall be limited to members of the section.

Section 5. Section Council

- (a) Section Council shall be composed of the section officers.
- (b) The duties of the Council:
  - (1) Transact general business between meetings.
  - (2) Appoint the members of the Section's nominating committee and approve the appointment of persons to special committees.

Section 6. Committees

- (a) Nominating Committee
  - (1) Members of this committee will prepare a slate of nominees for the section's officers prior to the section's officer election.
  - (2) If a vacancy occurs from the Committee, the section Chair shall appoint a member to serve for the remainder of the term.
- (b) Special Committees
  - Will be appointed as needed by the chair with the consent of the section council.

Section 7. Relationship with the Association

- (a) The Chair of each section will represent section interests and will keep the section advised of special matters being considered by the Governing Council.

Section 5. Section Council

- (b) Each section has representatives to Association committees as provided in Article V of the Bylaws.

## ARTICLE VII

### Funds or Monies

- Section 1. All funds received by the South Carolina Public Health Association shall be deposited to the credit of the Association in depositories approved by the Governing Council.
- Section 2. The Governing Council shall have the full responsibility for authorizing investments, for the setting aside of reserve funds, for continuation or termination of special purpose funds or any financial changes, which it deems desirable in the light of program needs.
- Section 3. Any requests for funds and/or checks drawn for \$250.00 or more require approval of the President and the Treasurer.
- Section 4. Fiscal Review: The accounts shall be reviewed annually and a copy of the report shall be sent to the President and presented to the Governing Council.

## ARTICLE VIII

### Publications and Properties

- Section 1. All electronic or hard copy publications of the Association shall be issued under the direction of the Governing Council.
- Section 2. The Governing Council shall act as trustee of the properties of the Association.

## ARTICLE IX

### Dissolution

- Section 1. In the event of dissolution of the Association, such dissolution shall be in accordance with the statutes of the State of South Carolina.
- Section 2. Upon dissolution or liquidation of the Association, no member shall share in or receive any funds or other assets that are then remaining in the possession of the Association. Any such funds or other assets will be contributed to a 501(c)(3) organization having the same or similar objectives subject to the statutory or substantive laws of the State of South Carolina.



## ARTICLE X

### Parliamentary Authority

Except as otherwise provided in these Bylaws, Roberts Rules of Order most current edition shall be the parliamentary authority of the Association.

## Article XI

### Amendments

Section 1. These Bylaws may be amended without previous notice at any meeting of the Association by two-thirds affirmative vote of the members of the Association present and voting, providing a quorum is present and providing that the specific amendment(s) to be voted upon shall have received the approval of the Governing Council.

In addition, these Bylaws may be amended by a majority affirmative vote of eligible members of the Association voting thereon by ballot cast by mail or electronic mail provided that the specific amendment(s) to be voted upon shall have received the approval of the Governing Council.

Section 2. All amendments shall become effective at the conclusion of the meeting at which such amendment(s) are adopted, or upon completion of the tally of the mail votes.

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Amended and approved April 2018

Amended and approved May 2012

Amended and approved February 2010

Revised and approved May 2007