**BYLAWS**

**of**

**MICHIGAN ASSOCIATION**

**FOR LOCAL PUBLIC HEALTH**

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Twelfth Amendment: August/September, 2015

**BYLAWS**

**OF**

**THE MICHIGAN ASSOCIATION FOR LOCAL PUBLIC HEALTH**

**MISSION STATEMENT**

The Mission of the Michigan Association for Local Public Health is to strengthen Michigan’s system of local public health departments and local governing boards to promote, protect and advocate improving the health of Michigan’s people and their communities.

**ARTICLE I**

**OFFICE**

The principal office of the corporation in the State of Michigan, shall be located in the City of Lansing, County of Ingham. The corporation may have such other offices, either within or without the State of Michigan, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Michigan, a registered office, and a registered agent whose office is identical with such registered office, as required by the Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Michigan, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**MEMBERS**

Section l. Classes of Members. The corporation shall have three classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

A. Organizational members. Each local public health department in the state of Michigan is eligible to apply to become an organizational member.

B. Associate members. Any individual or organization interested in supporting the mission of the corporation is eligible to apply to become an associate member. However, this class is not open to local public health departments, their governing bodies or employees.

C. Lifetime members. A lifetime membership is an honorary membership approved by the Board of Directors for outstanding service to the corporation.

Section 2. Approval of Members. Any individual or organization interested in becoming a member shall submit, in writing, a signed application. Upon payment of the annual dues and approval of the application by the Board of Directors, the applicant shall become a member of the class applied for. Non-dues paying local health departments will not be granted benefits of association membership, including participation in Board of Directors meetings unless requested to do so by the board.

Section 3. Termination of Membership. Membership ceases upon the resignation of a member, dissolution of a member entity, disqualification for a class of membership, failure to pay dues on time, or action by a two-thirds majority of the Board of Directors then in office at a meeting at which a quorum is present. Reinstatement after the termination of membership requires making a new application for membership.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 5. Transfer of Membership. Membership in this corporation is not transferable or assignable.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section l. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Appointment of Voting Directors. Each organizational member which is up to date in its dues payment shall be entitled to appoint one Director and one person to serve as an alternate for that Director. Each such organizational member shall provide written notification to the corporation of the names of the Director and the alternate in order for that Director or alternate to vote as a Director.

Section 3. Voting Rights. Each Director appointed in accordance with Section 2 of this Article, and in the absence of a Director, that Director's alternate, shall have one vote on the Board ofDirectors. Each Public Health Forum shall have one vote on the Board of Directors. Each Public Health Forum shall appoint one voting Director and one alternate. The voting Director and the alternate and each forum appointed voting Director and their alternate shall be an organizational member as described in Article III, Section 2. The Michigan Association of Counties (MAC) may appoint one of their members as a voting Director on the Board of Directors.

Section 4. Number, Tenure and Removal. The number of voting Directors on the Board of Directors shall be equal to the number of Directors appointed by organizational members per Article III, Section 2 plus the number of voting forum Directors per Article III, Section 3 plus the MAC voting Director. When the term “Director” is used hereafter, that term shall mean voting Director unless otherwise specified. Each Director and alternate shall serve until the organizational member appointing that Director or alternate provides written notification to the Corporation naming a new Director or alternate. Any Director or alternate may be removed for cause by an affirmative vote of two-thirds of the Directors then in office at a meeting at which a quorum is present.

Section 5. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in October of each year at the principal office of the corporation or other location designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Michigan, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President or at the written request of any eight (8) Directors. The person or persons authorized to call special meetings of the Board may fix any time and place, either within or without the State of Michigan, as the place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be provided no less than five (5)nor more than thirty (30) days before such meeting by written notice delivered personally or sent by mail, fax or electronically to each Director at the Director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 8. Quorum; Vote Constituting Action. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Manner of Participation. Directors may participate in any meeting of the Board of Directors by personal attendance, or through conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, or by any other means permitted by law. All meetings of the Board of Directors shall have such means of participation available for the Directors. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing in these Bylaws shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a simple majority of the Directors then in office.

**ARTICLE IV**

**OFFICERS**

Section l. Officers. The officers of the corporation shall be a President, a Past President, a President Elect, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of President.

Section 2.Nominations. The Board of Directors shall adopt a nomination process for elected positions provided for in these bylaws and set forth in the operations manual. Regardless of the process adopted, provision shall be made that any eight (8) Directors or in their absence their alternate may nominate any other Director for any elected position provided for in these bylaws. Nominees shall be individuals who, if elected, shall serve personally.

Section 3. Election and Term of Office. The officers of the corporation shall be elected from among the Directorsannually by the Board of Directors at its regular annual meeting to be held in October of each year. If the election of officers shall not be held at such meeting such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until that officer's successor shall have been qualified and duly elected. The Treasurer, the Secretary, Assistant Treasurer, and Assistant Secretary offices are not to be construed as automatic steps to higher office and people may continue to serve in these positions if reelected or reappointed by the Board of Directors.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general this person shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Past President. In the absence of the President or in the event of the President's inability or refusal to act, the Past President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Past President shall perform such duties as from time to time may be assigned to the Past President by the President or by the Board of Directors.

Section 8. President Elect. The President Elect shall prepare themselves for the Presidency during their term of office. In the absence of the President and the Past President or in the event of the President’s and Past President’s inability or refusal to act, the President Elect shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any President Elect shall perform such duties as from time to time may be assigned to the President Elect by the President or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office, fax and electronic addresses of each Director and alternate, which shall be furnished to the Secretary by such Director and alternate; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 11. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

**ARTICLE V**

**EXECUTIVE COMMITTEE**

The Executive Committee oversees the business of MALPH between board meetings and makes recommendations for final determination by the Board of Directors.

Section 1. Composition and Election of Executive Committee. The Executive Committee shall consist of five (5) elected members, the officers of the corporation, and a representative chosen by the Michigan Association of Counties from their Human Services Committee. When considering appointment of its representative to the executive committee, MAC should give priority consideration to those members of their Human Services Committee who are currently designated a voting member or a permanent alternate to the MALPH Board of Directors. Each year at its annual meeting, the Board of Directors shall elect individuals from among the Directors to the Executive Committee. Those elected shall serve personally.

Section 2. Authority. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors of any responsibility imposed upon the Board of Directors by law.

Section 3. Term of Office. For the first elected Executive Committee members, the terms of office shall consist of three (3) one-year and three (3) two-year terms. Thereafter the term of office for elected Executive Committee members shall be two (2) years. The term of office of all elected Executive committee members shall commence upon their election and shall continue until their respective successors are elected or appointed or until their resignation or removal. Any elected Executive Committee member may be removed from office at any meeting of the Board of Directors at which a quorum is present, with or without cause, by the affirmative vote of the majority of the Directors then in office, whenever in their judgment the best interest so of the corporation will be served thereby. An elected Executive Committee member may resign by written notice to the corporation. The resignation shall be effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation. The Board of Directors shall have the power to fill any elected Executive Committee vacancies,from among the Directors**.** Vacancies filled shall be until the expiration of the term of office.

Section 4. Quorum. A majority of the Executive Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 5. Rules. The Executive Committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**ARTICLE VI**

**COMMITTEES**

Section 1. Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner and for such length of time as may be established by board action at a meeting at which a quorum is present. Except as otherwise provided in such action or in these bylaws, members of each such committee shall be representatives of organizational members of the corporation, and the President of the corporation shall appoint the committee members. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue to serve for the period of time stated in the member's appointment, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairs. One person shall be appointed chair of that committee by the person or persons authorized to appoint the members thereof, unless otherwise provided in these bylaws.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**ARTICLE VII**

**PUBLIC HEALTH FORUMS**

Section 1. Public Health Forums. Subject to the right of the Board of Directors to change, combine, and eliminate Public Health Forums, the following Public Health Forums are established as advisory committees of the corporation, to address such issues and carry out such duties as may be requested by the President or the Board of Directors. Each organizational member which is up to date in its dues payment shall be entitled to appoint representatives of that member to be members of the Public Health Forums. The Public Health Forums may include the following professional expertise:

A. Health Education and Promotion

B. Public health nursing

C. Environmental health

D. Public health finance and administration

E. Public health physicians

F. Management information systems

**ARTICLE VIII**

**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section l. Contracts. The Board of Directors may authorize by written resolution any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. An up to date written list of all officer(s), agent(s), and their respective authorizations shall be kept on file and available to any Director at the corporate office.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness shall be issued in the name of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE IX**

**BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE X**

**FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

**ARTICLE XI**

**DUES**

Section l. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. Payment of Dues. Dues shall be payable in full by the first day of February of each year.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues, the member or its membership in the Corporation, and any appointments on the Board and committees, shall be terminated immediately.

**ARTICLE XII**

**INDEMNIFICATION**

Each person who is a Director or officer of the corporation shall conform to and be personally liable only to the extent set forth in Section 541 of the Michigan Nonprofit Corporation Act (PA 162 of 1982).

**ARTICLE XIII**

**WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Michigan Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV**

**AMENDMENTS TO BY-LAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular or at any special meeting of the Board of Directors, provided that a complete presentation of such changes was made at a previous meeting of the Board of Directors and that notice of an intent to act on such changes is provided pursuant to Article III, Section 7 of these bylaws.

**ARTICLE XV**

**PARLIAMENTARY AUTHORITY**

The rules contained in Roberts Rules of Order Revised shall govern this corporation in all cases to which they are applicable in which they are not inconsistent with the Articles of Incorporation and these bylaws. The Board of Directors may suspend Roberts Rules of Order Revised by a majority vote of the quorum present at any meeting of the Directors.

**ARTICLE XVI**

**DISSOLUTION**

Upon and just prior to dissolution of the Corporation any remaining assets will be distributed to other organizations, according to the direction of the Board of Directors, which are exempt under Section 501(c)(3) of the Internal Revenue Code and/or distributed for other exempt purposes within the meaning of the Code.

Approved: January 9, 2012

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