

**SECOND AMENDED AND RESTATED  
BYLAWS  
OF THE  
COLORADO PUBLIC HEALTH ASSOCIATION**

**Adopted as of August 29, 2019**

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ARTICLE I  
CORPORATE NAME, PURPOSE AND POWERS

- Section 1     **Name.** The name of the nonprofit Association shall be the “Colorado Public Health Association” (the “**Association**”)
- Section 2     **Incorporation.** The Association is organized under the Colorado Revised Nonprofit Corporation Act (the “**Act**”).
- Section 3     **Offices.** The principal office of the Association shall be located within or without the state of Colorado, at such place as the Association’s board of directors (the “**Board**”) shall from time to time designate. The Association may maintain additional offices at such other places as the Board may designate.
- Section 4     **Agent.** The Association shall have and maintain within the State of Colorado a registered office at such place as may be designated by the Board.

ARTICLE II  
MEMBERSHIP

- Section 1     **Membership.** The Association shall have a single class of voting members (each, a “**Member**” and, collectively, the “**Members**”). The Association shall have no capital stock or stockholders. Membership in the Association shall be unrestricted by consideration of age, sex, color, creed, disability, nationality, race, ethnicity, religion, geographic location, gender identity or expression, sexual orientation, or any other consideration made unlawful by federal, state, or local laws.
- Section 2     **Termination of Membership.** The Board, by affirmative vote of two-thirds of all of the Board Members (as defined below), may suspend or expel a Member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues for the period fixed in the Association’s Board of Directors Policy and Procedure Manual (the “**Policy and Procedure Manual**”). Upon a written request signed by a terminated Member filed with the Secretary, the Board may, without obligation, by the affirmative vote of two-thirds of the Board, reinstate such terminated Member to membership upon such terms as the Board may deem appropriate.
- Section 3     **Resignation.** Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not (i) relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid, nor (ii) entitle Member so resigning to a refund of any dues paid to the Association.
- Section 4     **Transfer of Membership.** Membership in the Association is non-transferable and non-assignable.

Section 5     **Voting.** Each Member shall be entitled to one vote in the general business of the Association.

Section 6     **Action by the Members.** A majority of the votes entitled to be cast on a matter to be voted upon by the Members present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Second Amended and Restated Bylaws of the Association (“**Bylaws**”).

ARTICLE III  
MEETINGS OF THE MEMBERS

Section 1     **Annual Meeting.** The Association shall have an annual meeting of the Members, this meeting being the regular meeting of the Members, each year at such time and place as may be fixed from time to time by resolution of the Board (the “**Annual Association Meeting**”) for the purposes of electing Directors and Officers, and the transaction of any other business of the Association.

Section 2     **Special Meetings.** Special meetings of the Members may be called by the President, the Board, or not less than one-tenth of the Members having voting rights.

Section 3     **Notice.** Unless stated otherwise herein, written notice stating the place, day, time and a description of the matters to be voted on of the meeting shall be delivered personally not less than ten (10) days before the date of the meeting, or not less than thirty (30) days nor more than sixty (60) days before the date of the meeting, by or at the direction of the President or the Secretary. Notice is given when deposited if given by United States mail with postage prepaid, or when sent if given by electronic mail.

Section 4     **Waiver.** Members may waive these notice requirements in a signed writing delivered to the Association. Notice of a meeting need not be given to any Member who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without objecting at the beginning of the meeting to the holding of or votes pursuant to the meeting or the transacting of business at the meeting.

Section 5     **Record Date.** For the purpose of determining Members entitled to notice of or vote at any Member meeting or in order to determine Members for any other proper purpose, the Board may fix in advance a date as the record date for a determination of Members, such date to be not more than sixty (60) days, not less than forty-five (45) days, before the date on which the particular action requiring a determination of Members is to be taken

Section 6     **Action Without Meeting.**

(a)     Written Consent. Any action that may be taken at a meeting of the Members may be taken without a meeting if Members entitled to vote thereon unanimously agree and consent to such action in writing.

- (b) Ballot. Any action that may be taken at an Annual Association Meeting may be taken by written ballot, electronic or otherwise, if each Member entitled to vote as of the record date receives a ballot from the Association contemporaneously with other voting materials issued to Members in advance Annual Association Meeting.

ARTICLE IV  
BOARD

- Section 1 **Board of Directors.** The business and affairs of the Association shall be managed by a board of directors (the “**Board**”), consisting of Officers and Directors (each a “**Board Member**”) duly elected pursuant to Article 5 and Article 6, as applicable . The Board shall consist of at least one Board Member, not to exceed thirty Board Members.
- Section 2 **Qualifications.** Each Board Member must be a Member in good standing with the Association for the duration of their term.
- Section 3 **Quorum.** A majority of Board Members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board; but if there is less than a majority of the Board Members entitled to vote are present at said meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.
- Section 4 **Action of the Board.** Unless otherwise required by law, the vote of a majority of the Board Members present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Except as otherwise stated in Article VI, Section 1 of these Bylaws, each Board Member present shall have one vote. Actions of the Board shall be recorded in the minutes prepared for each meeting at which any such action is taken.
- Section 5 **Place and Time of Board Meetings.** The Board may hold its meetings at the office of the Association or at such other places, either within or without the State of Colorado, as it may from time to time determine. If the meeting is held outside the State of Colorado, notice must be given by mail, electronic mail or telephone not less than ten (10) days before the meeting, and said notice shall contain the date, place and purpose of the meeting. Notice is given when deposited if given by United States mail with postage prepaid, or when sent if given by electronic mail or telephone.
- Section 6 **Notice of Meetings; Adjournment.**
- (a) Unless otherwise stated herein, meetings of the Board may be called by the President (as defined below) or Secretary (as defined below) by written request of any Board Member after giving seven (7) days’ notice to each Board Member either personally or by mail, electronic mail or telephone. Notice of a meeting need not be given to any Board Member who submits a waiver of notice, whether before or after the meeting, or

who attends the meeting without objecting at the beginning of the meeting to the holding of the meeting or the transacting of business at the meeting.

- (b) A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Board Members who are absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Board Members.

Section 7 **Presumption of Assent.** A Board Member who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she objects at the beginning of such meeting to the holding of the meeting or the transacting of business at the meeting and either (a) contemporaneously requests that their dissent from the action taken be entered in the minutes of such meeting, or (b) files their written dissent to such action with the person presiding at the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. The right of a Board Member to dissent as to a specific action taken in a meeting of the Board pursuant these Bylaws is not available to a Board Member who votes in favor of such action.

Section 8 **Unanimous Written Consent of the Board.** Any action that may be taken by vote at a meeting of the Board may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by each Board Member entitled to vote on such matter, and delivered to the Secretary for inclusion in the minutes or for filing with the corporate records. Action taken under this Section is effective when all Board Members have signed the consent unless the consent specifies a different effective date. Such consent has the same force and effect as a unanimous vote of the Board Members or committee members and may be stated as such in any document.

Section 9 **Compensation.** No compensation shall be paid to any Board Member, as such, for their services. Nothing herein shall be construed to preclude any Board Member from serving the Association in any other capacity or for being advanced or reimbursed for expenses incurred in the performance of their duties.

## ARTICLE V OFFICERS

Section 1 **Designation of Officers.** The officers of the Association shall be the President, President-Elect, Past President, Secretary, Treasurer, Affiliate Representative to the Governing Council of the American Public Health Association and Health Equity Officer (each, an “**Officer**”).

Section 2 **Election and Term of Office.** Unless stated otherwise herein, Officers shall be elected for a three year term by a majority vote of the Members.

Section 3 **Removal and Resignation.** Any Officer be removed with or without cause by the Board, at any time. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4 **Vacancies.** Unless otherwise stated herein, a vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5 **President, President-Elect and Past President.** Notwithstanding anything to the contrary contained in these Bylaws:

(a) Election and Term of Office.

(i) The President-Elect shall be elected by a majority vote of the Members. The President-Elect shall automatically assume the role of President at the close of the President-Elect's term as President-Elect. The President shall automatically become Past President for a term of one year at the close of the President's term as President.

(ii) The term of the each of the President-Elect, President and Past President shall be one year commencing at the close of the Annual Association Meeting following the end of their term as President-Elect or President, as applicable, and continue through the close of the Annual Association Meeting one year later.

(b) Duties of the President.

(i) Preside over meetings of the Board and the Annual Association Meeting as chairman, or in his or her absence the next highest Officer shall serve in such capacity.

(ii) Sign and execute in the name of the Association all deeds, contracts and other instruments authorized by the Board.

(iii) Prepare agenda for all meetings of the Board and the Association, with Board input.

(iv) Assure, in coordination with the Treasurer, annual internal or external audits of Association's financial records.

(v) Perform all other duties incident to the office of President and as the Board may assign.

(c) Vacancies.

- (i) Any vacancy in the office of President shall automatically be filled by the President-Elect who will continue to serve as both President and President-Elect for the unexpired portion of the term
- (ii) Any vacancy in the office of Past President shall automatically be filled by the President who will continue to serve as both President and Past President for the unexpired portion of the term.

**Section 6 Duties of the Secretary.** The Secretary shall:

- (a) Attend and keep the minutes of all the meetings of the Board.
- (b) Ensure that copies of approved minutes of such meetings are placed in permanent files of the Association.
- (c) Keep in safe custody the seal of the Association and affix it to any instrument when authorized and shall keep all the documents and records of the Association as required by law or otherwise in a proper and safe manner.
- (d) Perform all duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the President or the Board.

**Section 7 Duties of the Treasurer.** The Treasurer shall:

- (a) Have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the corporate books.
- (b) Deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board and disburse the funds of the Association as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements.
- (c) Render to the President and the Board at the regular meetings of the Board, or whenever they require it, an account of all transactions that were made as Treasurer and of the financial condition of the Association. The Treasurer shall be furnished, at his or her request, with such reports and statements as he or she may require from the Committees, Officers and agents as to all financial transactions of the Association.
- (d) Perform all duties incident to the office of Treasurer and such other duties as may be prescribed from time to time by the President or the Board.

**Section 8 Duties of the Affiliate Representative to the Governing Council of the American Public Health Association.**

- (a) The Affiliate Representative to the Governing Council of the American Public Health Association acts as a liaison and representative of the Association to the American Public Health Association (the “APHA”).
- (b) Perform all duties incident to the office of Affiliate Representative to the Governing Council of the American Public Health Association and such other duties as may be prescribed from time to time by the President or the Board.

Section 9 **Duties of the Health Equity Officer.** Perform all duties incident to the office of Health Equity Officer and such other duties as may be prescribed from time to time by the President or the Board.

## ARTICLE VI DIRECTORS

Section 1 **Designation of Directors.** The directors of the Association shall consist of a (each, a “**Director**”) (i) Membership Director, Communications Director, Public Health Policy Director, Emerging Leaders Section Director, Public Health in the Rockies Director, Culture of Data Director, Health Equity Coalition Director, (each, a “**Director**”), (ii) Membership Associate Director, Communications Associate Director, Public Health Policy Associate Director, Emerging Leaders Section Associate Director, Public Health in the Rockies Associate Director, Culture of Data Associate Director, Health Equity Coalition Associate Director, (each, an “**Associate Director**”), and (iii) the Members-At-Large. Associate Directors shall have no voting authority except by proxy executed in writing by the corresponding Director. No such proxy shall be valid after eleven (11) months from the date of its execution.

Section 2 **Election and Term of Office.**

- (a) Associate Directors. Associate Directors shall be elected by a majority vote of the Members. The term of an Associate Director shall be one year commencing at the close of the Annual Association Meeting and continue through the close of the Annual Association Meeting one year later. Associate Directors shall automatically assume the role of the corresponding Director position at the close of the Director’s term or in the event of a vacancy in the office of such corresponding Director.
- (b) Directors: The term of a Director shall be one year commencing at the close of the Annual Association Meeting following the election of the new Associate Director and continue through the close of the Annual Association Meeting one year later.
- (c) Members-At-Large. A Member-At-Large shall be elected by a majority vote of the Members; provided, additional Members-at-Large may be appointed by the President. The term of the Members-At-Large shall be one year commencing at the close of the Annual Association Meeting

following the election and continue through the close of the Annual Association Meeting one year later.

Section 3 **Removal and Resignation.** Any Director may be removed with or without cause by a majority vote of the Members, at any time. Any Director may resign at any time by giving written notice to the Board, the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4 **Vacancies.**

- (a) Directors. A vacancy in the office of any Director shall be automatically filled by the corresponding Associate Director for the remainder of the term. In the event such Associate Director is unable (in the Board's sole discretion) or unwilling to assume said vacant Director position, the vacancy shall be filled by appointment of the President, with confirmation by a majority vote of the Board, for the remainder of the term.
- (b) Associate Directors. A vacancy in the office of any Associate Director shall be filled by appointment of the President, with confirmation by a majority vote of the Board, for the remainder of the term.
- (c) Members-At-Large. A vacancy in the office or offices of the Members-At-Large shall be filled by appointment of the President, with confirmation by a majority vote of the Board, for the remainder of the term.

Section 5 **Additional Director Duties.** In addition to those duties prescribed by law, additional duties of each Director may be described in Association Policy and Procedure Manual.

## ARTICLE VII COMMITTEES

Section 1 **Powers of Committees.** The Association may have one or more committees which may from time to time be designated by resolution adopted by a majority vote of the Board, each of which committees, to the extent provided in such resolution, shall have and may exercise the authority of the Board. Actions taken at a meeting of any committee shall be kept in a record of its proceedings. The record shall be reported to the Board at its request. However, no committee can take the following actions:

- (a) Amend, alter or repeal these Bylaws or adopt new Bylaws;
- (b) Elect, appoint or remove any member of any such committee or any Director or Officer;

- (c) Amend or repeal the Articles, or adopt a plan of merger or consolidation with another entity;
- (d) Authorize the sale, lease or exchange of all of the property and assets of the Association;
- (e) Authorize the voluntary dissolution of the Association;
- (f) Adopt a plan for the distribution of the assets of the Association; or
- (g) Amend, alter or repeal any resolution of the Board.

Section 2 **Term of Office.** Each chairperson of a committee shall continue as such until the next Annual Association Meeting or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such chairperson be removed from such committee, or unless such chairperson shall cease to qualify as a member thereof.

Section 3 **Action of the Committee.** The vote of a majority of the committee members present at the time of the vote shall be the act of said committee. Each committee member present shall have one vote. Actions of each committee shall be recorded in the minutes prepared for each meeting at which any such action is taken.

Section 4 **Chairperson.** Committees may be composed of any number of Officers, Directors or Members as the Board may designate from time to time, however, the chairperson of each committee shall be as such:

- (a) The Executive Committee shall be chaired by the President;
- (b) The Finance Committee shall be chaired by the Treasurer;
- (c) The Bylaws Committee shall be chaired by the President;
- (d) The Nominations and Awards Committee shall be chaired by the President-Elect;
- (e) The Membership Committee shall be chaired by the Membership Director;
- (f) The Communications Committee shall be chaired by the Communications Director;
- (g) The Health Equity Coalition Committee shall be chaired by the Health Equity Director;
- (h) The Public Health Policy Committee shall be chaired by the Public Health Policy Director;
- (i) The Public Health in the Rockies Committee shall be chaired by the Public Health in the Rockies Director; and

- (j) The Culture of Data Committee shall be chaired by the Culture of Data Director.

ARTICLE VIII  
AFFILIATE ORGANIZATIONS OF THE ASSOCIATION

- Section 1 The Association shall be affiliated with the APHA and shall maintain an affiliate status in accordance with all relevant affiliation criteria and provisions.
- Section 2 The Board may enter into a formal written affiliation agreement (“**Affiliate Agreement**”) between the Association and another organization by a majority vote of the Board at any time if the Board deems such an agreement to be beneficial. An organization may be considered for affiliate status in the Association if it has an organizational purpose that is congruous with that of the Association, and it is an open membership organization governed by bylaws and a board of directors, and its board of directors agrees to abide by an Affiliate Agreement as set forth in Association Policy and Procedures Manual.
- Section 3 An Affiliate Agreement may be dissolved by a majority vote of the Board at any time, provided, however, the Association’s affiliation with the APHA may only be dissolved by a two-thirds vote of the Members and affirmed by a two-thirds vote of the Board.

ARTICLE IX  
ORGANIZATIONAL GOVERNANCE

- Section 1 **Governance.** “Robert’s Rules of Order: Newly Revised” shall govern all meetings of the Association except when they are in conflict with these Bylaws.
- Section 2 **Amendment.** These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by the majority vote of the Board at any regular or special meeting except as otherwise provided by law.

**CERTIFICATION OF ADOPTION OF SECOND AMENDED AND RESTATED  
BYLAWS**

I certify that I am the Secretary of the Association and have been designated by the Board of Directors of the Association to act in such capacity. I also certify that the foregoing Second Amended and Restated Bylaws have been adopted as the Bylaws of the Association by its Board of Directors, and that these Second Amended and Restated Bylaws, as of the date of this certificate, have not been repealed, altered, amended, restated or superseded, and remain in full force and effect.

By:   
Name: \_\_\_\_\_  
Sarah Lampe, 10/3/19  
Title: Secretary