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POLICIES RELATED TO BY-LAWS

POLICY

Reference No. GV.2019.12-1

Department: Governance
Effective Date: March 2020
Source: Governance Task Force
Re: Board Election of President-Elect

APHA

Policy Regarding Board Election of President-Elect

Election to fill the position of President-Elect shall occur annually or sooner if a vacancy occurs. Election will be the first order of business at the Board meeting at the end of which, officers' term shall expire.

No later than 90 days prior to the Board Election, current Board members who are not officers may submit names of other current Board members who are not officers to the Immediate Past President as nominees for the office of President -Elect. Self-nominations are permitted. If a Board member's name is offered in nomination, that member must consent to have his/her name placed on the ballot. At the time of the election, the President shall read the name(s) of the Board members who have consented to the nomination by the 90 day deadline. The names of the individual(s) shall be added to a ballot.

If the slate of candidates is an uncontested slate (i.e., one candidate for the position) the President shall declare, without objection, that the nominee has been elected by acclamation.

If a contested slate (i.e., more than one candidate for the open position) exists the President shall call for an election by secret ballot.

Candidates Speech

Prior to the election, the President will allow each candidate in a contested election to address the Board for no more than five (5) minutes outlining their qualifications for the position. Once all candidates have received their opportunity to speak, the Immediate Past President and the Executive Director shall distribute ballots to each voting member of the Board. After each voting member has cast a vote, the Immediate Past President and the Executive Director will collect the ballots determine the validity of each ballot and count the votes validly cast. A vote for a candidate added to the ballot by the voter shall also be judged invalid.

The candidate with the majority of the valid votes cast shall be declared the newly elected President-Elect. Should no nominee receive a majority of votes on the first ballot, the Immediate Past President and Executive Director shall prepare a second ballot. Should there have been more than two names on the first ballot, the name of the nominee receiving the fewest votes on the first ballot shall be removed from the second ballot. The same procedure for distributing and counting the votes as used on the first ballot shall be repeated for the second ballot. The candidate with the majority of the valid votes cast shall be declared the newly elected President-Elect. The Immediate Past President shall announce the name of the newly elected officer to the Board. Should no nominee receive a majority of votes on the second ballot, the same procedure of re-voting shall be used until such time as one nominee receives a majority of votes.

Should a challenge be raised by one or more of the voting members of the Board, the member(s) raising the challenge shall be permitted to count the votes in the presence of the Immediate Past President and the Executive-Director. As a result of that count the previously declared winner will be confirmed, or a new winner announced, whichever the results of the recount dictate. In either case, the vote count shall NOT be disclosed to the Board as a whole. The ballots shall be destroyed after the conclusion of the Board meeting at which an election takes place.

POLICY

Reference No. GV.2019.12-2

Department: Governance
Effective Date: March 2020
Source: Governance Task Force
Re: Election of Board Directors

APHA

Policy Regarding Election of Board Members

Election to fill the open positions of Board members shall occur every year. The Board members shall have staggered terms and at least four (4) Board members shall be elected each year.

Upon a member vacancy before the end of a term, such vacancy shall be filled for the remainder of the unexpired term. A vacancy created by removal shall be filled by a simple majority of the votes cast at the State Director (SD) meeting at which the removal occurs. If a Board member is removed by the Board, his/her replacement will be elected at the next meeting of the State Directors following the Board meeting at which the removal occurred. The Nominating and Leadership Development Committee (NLDC) shall present a slate of candidates for vacant positions. Succession or election to fill any vacated Board position shall not count toward the term limit for that office. Vacancies created other than by removal may be filled by a majority vote of the SD at its next regularly scheduled meeting.

Nominations

Nominations from the NLDC for the open Board member positions shall be submitted to the Executive Director at least 90 days prior to the SD meeting at which elections are to take place. The Executive Director shall ensure that the list of nominees created by the NLDC shall be communicated to the membership within at least two business days of receipt of the list. Any member or club/association may submit additional names for consideration as nominees. Such names must be received by the NLDC at least 60 days prior to the date of the regular election to be held at the SD meeting. The NLDC shall use the same process it used to create the initial list of nominees to vet the names submitted within 60 days. The NLDC shall have the sole authority to decide whether further names shall be added to the

list of nominees. The final list of nominees will be published at least 30 days prior to the regular election.

When the election is held at a SD meeting, the Executive Director shall submit the NLDC's final list of nominees to the President. The President shall read the names submitted. No further additions to this list of nominees shall be permitted.

If there is an uncontested slate (i.e., one candidate for each open position) the President shall declare, without objection, that the nominees have been elected by acclamation.

If there is a contested slate (i.e., more than one candidate for each open position) exists for an open position an election by secret ballot shall take place.

Prior to the election, the President will allow each candidate in a contested election to address the SD for no more than five (5) minutes outlining their qualifications for the position. The final ballot shall be displayed, and each voting member of the SD will complete the ballot. Those candidates receiving a simple majority of the valid votes cast shall be declared newly elected board member. The President shall announce the name(s) of the newly elected Board members to the SD on the first ballot. If all the open positions are not filled on the first ballot, a second ballot shall be prepared by removing the names of the newly elected Board members as well as the candidate receiving the lowest number of votes on the first ballot. The Immediate Past President and the Executive Director shall distribute written ballots to each voting member of the SD for a vote on the second ballot. Those candidates receiving a majority of the valid votes cast shall be declared newly elected Board members. The President shall announce the name(s) of the newly elected Board member(s) to the SD on the second ballot. If all open positions are not filled on the second ballot, the process used for developing a second ballot will be repeated until all open positions are filled by candidates who have received a simple majority of the votes cast.

POLICY

Reference No. GV.2019.12-3

Department: Governance
Effective Date: March 2020
Source: Governance Task Force
Re: Filling of Board Vacancies

APHA

Policy Regarding Filling of Board Vacancies

Upon a Board member at large vacancy before the end of a term, such vacancy filled shall be for the remainder of the unexpired term. A vacancy created by removal shall be filled by a simple majority of the votes cast in the State Director meeting at which the removal occurs. The Nominating and Leadership Development Committee shall present a slate of candidates for vacant positions. Succession or election to fill any vacated Board position shall not count toward the term limit for that office. Vacancies created other than by removal may be filled by a majority vote of the SD at its next regularly scheduled meeting.

POLICY

Reference No. GV.2019.12-4

Department: Governance
Effective Date: March 2020
Source: Governance Task Force
Re: Removal of a Board member

Removal of a Board member State Directors' policy

The State Directors (SD) may exercise its power to remove a Board Member, as granted to it in the Bylaws, through the following steps:

1. An individual State Director may submit a resolution to the SD body calling for the removal of one or more Board members in accordance with the SD's policies on resolutions.
2. A resolution for removal requires a three-quarters (3/4) affirmative vote to pass.
3. Should such a resolution pass, the SD will hold an election to fill the vacancy at the same meeting at which the removal occurs.
4. The candidates for the position caused by removal shall be composed of those candidates who remain unelected after the regular election for member positions occurs. If there is only one candidate remaining, the President shall announce that candidate as being elected by acclamation to fill the vacant position as a result of removal. If there is more than one candidate remaining, the SD will be presented with a ballot containing the names of the remaining candidates and shall vote to fill the open position using the same procedures as used in a regular Board election.
5. The person who is elected to fill the vacant position shall serve the remaining term of the open position.

POLICY

Reference No. GV.2019.12-5

Department: Governance
Effective Date: March 2020
Source: Governance Task Force
Re: Resolutions to the State Directors

APHA

Policy Regarding Resolutions to the State Directors

The APHA Bylaws give the State Directors (SD) the authority to adopt resolutions that can be submitted to the Board to advise it on matters of policy. For example, the SD might recommend that the Board develop policy in a specific area or develop a recommended program. The actual creation of such policies or programs would be done by the Board and its committees. However, it is appropriate for the SD to point out where policy or programs are needed and even to suggest some of the key issues to be addressed in those vehicles.

This policy governs the creation, deliberation, and action regarding SD Resolutions.

Creation of Resolutions

Any member or member organization of APHA may submit a resolution to the SD for its consideration. In the case of a member organization-sponsored resolution (e.g., a resolution from a Club), such resolutions must be accompanied by an endorsement from the sponsoring body. Resolutions shall be submitted in the format approved by the SD. Resolutions must be submitted to the APHA Executive Director no less than 30 days prior to the date of the SD meeting at which the resolution is to be considered.

Preparation of Resolutions to the SD

Once a resolution is received, the Executive Director will review it for consistency of format and clarity of purpose. If necessary, the Executive Director shall work with the submitter of the resolution to resolve any issues of format or clarity.

The Executive Director shall share all resolutions submitted with the Board for review and feasibility of implementation.

If the resolution involves a rule change, it shall be submitted to the Rules Committee to undergo the same process of review as all other proposed rule changes. In order for such a resolution to be considered at the next SD meeting following its submission, it must be submitted by the published deadline date to allow for the normal rule process to move forward. If the resolution is submitted later than this date, it will be considered one year from the SD meeting before which it was submitted. All resolutions for rule changes will contain a report from the Rules Committee with its recommendation to adopt as submitted, adopt as amended by the committee, or defeat the resolution as originally submitted.

Members of the staff will add any written background and analysis necessary to assist the SD in its deliberations, including any fiscal impact.

Emergency Resolutions

Resolutions submitted after the deadline shall be considered emergency resolutions. Those submitting emergency resolutions will be required to submit a statement explaining why the resolution could not be submitted by the deadline and why it should be considered by the SD as an emergency resolution. During the SD Meeting and prior to discussion of the submitted resolutions, the President shall read the title of the resolution and the rationale provided by the submitter as to the reasons why the resolution could not have been submitted by the deadline. The SD, may, by a majority of votes cast, accept the emergency resolution for consideration. Emergency resolutions that are not accepted by the SD shall be submitted at the SD's next meeting unless withdrawn by the creator of the resolution.

Disposition of Resolutions

After appropriate consideration and debate, the SD shall take one of the following actions for each resolution properly submitted:

1. Adopt the resolution as written
2. Adopt the resolution as amended on the floor of the SD
3. Defeat the resolution, as written or amended.

Resolutions adopted by the SD shall be submitted by the Executive Director to the Board for its action according to the options specified by the Bylaws.

Summary of Steps

1. Individual/Group submits resolution in accordance with specified format
2. The Executive Director reviews for completeness and clarity
3. Executive Director shares all resolutions with the Board
4. If deadline is met, staff provide background and fiscal impact
5. If the resolution calls for a rule change, it shall be submitted to the Rules Committee. The Rules Committee will follow its normal review process. Once that process is completed the resolution will be forwarded to the SD with the Rules Committee's recommendation to adopt, adopt as amended by the Rules Committee, or to defeat
6. If deadline is **not** met, submitter supplies rationale for an emergency resolution
7. Emergency Resolutions, along with rationale, are read at the SD meeting and SD decides whether to accept them
8. SD takes one of the following actions on resolutions before it:
 - a. Adopt the resolution as written
 - b. Adopt the resolution as amended on the floor of the SD
 - c. Defeat the resolution, as written or amended.
9. Executive Director submits adopted resolutions to the Board
10. Board acts on submitted resolutions by one of the following:
 - a. Adopt the resolution as adopted by the SD.
 - b. Overrule the resolution by a majority vote of the Board. Overruling the resolution requires a two-thirds majority of the Board members eligible to vote. The Board must provide the SD with a written explanation of the reasons for overturning a resolution
 - c. Amend the resolution, without altering the original intent of the resolution.
 - d. Return the resolution to the SD with comment and a request for further consideration by the SD.
11. Board action on resolutions is communicated to the SD and the membership
12. Board periodically reports progress to SD on adopted resolutions

POLICY

Reference No. GV.2019.12-6

Department: Governance
Effective Date: March 2020
Source: Governance Task Force
Re: Removal of President or President-Elect

Removal of President or President-Elect

The Board may exercise its power to remove a President or President-Elect, as granted to it in the Bylaws, through the following steps:

1. A member of the Board may offer a motion to remove the officer from the Board.
2. A motion for removal requires a three-quarters (3/4) affirmative vote of the Board to pass.
3. Should a resolution to remove the President pass, the President-Elect will immediately assume the office of President. The President shall then immediately call for an election of a President-Elect using the same Board process as normally used to elect the position of President Elect.
4. Should a resolution to remove the President-Elect be passed, the President shall then immediately call for an election of a President-Elect using the same Board process as normally used to elect the position of President Elect.

POLICY

Reference No. GV.2019.12-7

Department: Governance
Effective Date: March 2020
Source: Governance Task Force
Re: Removal of a Nominating and Leadership Development Member

Removal of a Nominating and Leadership Development Member policy

The Nominating and Leadership Development Committee (NLDC) may exercise its power to remove a Committee Member through the following steps:

1. An individual NLDC member may submit a resolution to the SD body calling for the removal of one or more NLDC members in accordance with the SD's policies on resolutions.
2. A resolution for removal requires a three-quarters (3/4) affirmative vote to pass.
3. Should such a resolution pass, the SD will hold an election to fill the vacancy at the same meeting at which the removal occurs.
4. The candidates for the position caused by removal shall be composed of those candidates who remain unelected after the regular election for member positions occurs. If there is only one candidate remaining, the President shall announce that candidate as being elected by acclamation to fill the vacant position as a result of removal. If there is more than one candidate remaining, the SD will be presented with a ballot containing the names of the remaining candidates and shall vote to fill the open position using the same procedures as used in a regular NLDC elections.
5. The person who is elected to fill the vacant position shall serve the remaining term of the open position.

POLICY

Reference No. GV.2019.12-8

Department: Governance
Effective Date: March 2020
Source: Governance Task Force
Re: Suggested Committee Member Criteria and Nomination/Election
Process to the Nominating and Leadership Development Committee

APHA

The Suggested Committee Member Criteria and Nomination/Election Process Policy/Procedure

Suggested Criteria for being eligible to serve on the Nominating and Leadership Development Committee (NLDC)

1. Has served as an APHA Director for at least 3 years and is a current member of the State Directors (formerly known as the Board of Directors).
2. Served on an APHA Advisory Committee or Task Force for at least 3 years.
3. Current APHA member in good standing (not under any form of APHA disciplinary action).
4. Able to devote approximately 4 days (plus travel days), each year for meetings and must be available for conference calls as needed.
5. Willing to abide by and sign the Code of Conduct and maintain a high level of confidentiality.
6. Willing to recuse him or herself from matters or votes in which there may appear to be a conflict of interest.
7. Has an 80% participation rating or higher on all Advisory or Task Force Committee assignments for the past 3 years.

Process for Nomination and Election of NLD Committee Members

1. Nominations will be sought for interested candidates through electronic means such as LeaderCare or email blast to the State Directors and Regional Clubs.
2. NLD Committee holds a conference call to finalize a list of potential candidates.
3. Invitation sent to candidates for biographical information and resume of qualifications.
4. Candidate interview to be held in person or via conference call, between June 1st and October 1st.
5. At least 3 candidates should be chosen for the two positions available on the NLD Committee, unless the committee believes that there are only 2 suitable candidates.
6. Announcement of nominees selected will be posted on the APHA Website by October 15th
7. The nominees will be published in the PHJ, APHA Website and/or in other electronic formats,

with their credentials, a minimum of 60 days prior to the annual convention.

8. Any State Director who intends to make an additional nomination must notify the Chair of the NLD Committee at least 60 days prior to the annual convention.

POLICY

Reference No. GV.2019.12-9

Department: Governance
Effective Date: March 2020
Source: Governance Task Force
Re: Nominating and Leadership Development Committee Policy/Procedure

APHA

The Nominating and Leadership Development Committee Policy/Procedure

Nominating and Leadership Development Committee Meetings

All Nominating and Leadership Development Committee (NLDC) meetings are closed, unless a guest is asked to make a presentation with the approval of the NLDC Chair. A quorum of two more than one half of the voting members of the committee is required to conduct committee business. A simple majority of the total number of NLDC members present and voting shall be required to pass motions.

Selection and Term for Members of the NLDC

The Immediate Past-President shall serve as the Chair of the NLD Committee. The President and President-Elect shall serve as members of the committee with voting privileges. The 6 members at large will be elected by the State Directors in accordance with policies and procedures established in the Suggested Criteria and Election of NLDC Members. The 9 member NLDC will elect a Vice-Chair from the 6 members elected by the State Directors. The member elected as Vice-Chair will serve in that role for one year.

The six elected committee members will be populated as described in the attached NLDC Staggered Terms Gantt chart. At subsequent annual meetings of the SD, elections will be held for vacant positions on the NLDC with nominations for open positions being vetted and submitted by the NLD committee.

At the time of election, the President shall read the names of the nominees for the NLDC and the SD will cast votes for the number of open positions. Those candidates receiving a simple

After receiving the completed information packets from the nominees, the NLDC shall select persons to enter into the next phase of the nomination process. The selection process will be based on procedures that are agreed to prior to receiving candidate names. Only those that meet the specified procedures will be included in the NLDC next phase which includes a personal interview. There must be at least one candidate for each open position, however, as many candidates as meet the criteria can move into the interview phase of the process.

The personal interview shall consist of an interview of the potential candidates by the members of the NLDC to investigate the nominee's suitability, interest, and ability to serve. The interview process shall be the same for each of the candidates. A common set of questions for all nominees will be generated by the NLDC. These questions will be largely guided by the information the nominees submitted; however, this set of questions must address the extent to which the nominee fulfills each competency area in the Essential Competencies for the APHA Board. In addition, specific questions for each nominee may be asked, as appropriate.

Based on the information collected from all previous phases, the NLDC shall, by a majority of the votes cast, determine which names shall be placed on the ballot for open positions on the Board. If there are not enough candidates to fill the open positions, the NLDC shall actively recruit members so that a complete slate can be presented.

The Executive Director shall ensure that the list of nominees created by the NLDC shall be communicated to the membership within two business days of receipt of the list. Any member or club/association may submit additional names for consideration as nominees. Such names must be received by the NLDC at least 60 days prior to the date of the regular election to be held at the SD meeting. The NLDC shall use the same process it used to create the initial list of nominees to vet the names submitted within 60 days. The NLDC shall have the sole authority to decide whether further names shall be added to the list of nominees. The final list of nominees will be published at least 30 days prior to the regular election.

APHA New Governance Transition and Implementation Process

Adopted: (December 17, 2019) by the Governance Task Force

Adopted APHA bylaws and policies transition process will begin in 2020 for initial implementation in 2021.

Transition Event	START	END	COMMENTS
1. Approval of Bylaws and related policies by Governance Task Force	Dec 2019	Mar 2020	At the conclusion of the meeting at which the Bylaws are passed, the current Board will become the body of State Directors and the current Executive Committee will become the transition Board. The current President-Elect becomes President and a new President-Elect is elected in the same manner as is currently done
2. Creation of a transition NLDC	Mar 2020	2021 Convention	During the first year immediately after the Bylaws are passed, the nominating committee established by the 2020 President will vet and select candidates for open positions to be filled in 2021. In the event terms need to be staggered committee members will draw lots for terms.
3. Announce new Resolution Policy	6 months prior to 2021 convention	30 days prior to 2021 convention	Members, clubs, and associations will be advised of the resolution process sufficiently in advance of the 2021 State Directors Meeting to allow for proper development and analysis of submitted resolutions
4. Election for open positions on the Board as suggested in the Board of Directors Staggered Elections Gantt chart (page 3).		2021 Convention	As noted above, the Executive Committee will become the transition Board. Members of the executive committee will remain on the Board until their term expires. When their term does expire, their position will be replaced in accordance with the new policy on the election of Board members. In a like manner, when a member's term on the NLDC expires that position will be filled in accordance with the new policy regarding the NLDC.
5. 2021 Meeting of State Directors		2021 Convention	At the first meeting of the State Directors, after the acceptance of the New Bylaws, submitted resolutions will be acted upon in accordance with the policy on resolutions and elections will be held for open positions on the Board and NLDC in accordance with the completion of staggered terms. (See Gantt Chart below) . Candidates open positions shall be presented by the transition nominating committee.
6. Board Meeting at 2025 Convention		2026 Convention	The Board shall elect a President-Elect in accordance with the new policy governing that process beginning in 2026. (See Gantt Chart below) .

Executive Summary of Proposed New APHA Bylaws and Governance Policies

The Executive Summary highlights the major changes between the current Bylaws and Governance Structure and the proposed new Bylaws and Governance Structure.

Major Changes to Current Governance Structure

Current Bylaws or Accepted Governance Procedures	Changes in Proposed New Bylaws or Policies
Current Board of Directors	Proposed name change to State Directors
No longer have an Executive Committee	Proposed 12 member Board of Directors
No longer have a 150+ member Board of Directors	Replaced by 150+ member State Director body
Current Board of Directors no longer elects President-Elect	12 member Board of Directors will elect President-Elect
No longer have a Vice-President as an officer of the Association	Officers of the Association will be the President, President-Elect and Immediate Past-President
Current Board of Directors amends Bylaws	Authority to amend the Bylaws resides with Board of 12, with advice from the State Directors
Current Board of Directors present and vote on resolutions/rule change proposals	Board has authority to overturn a resolution/rule change (must be a 2/3's vote by the Board and must provide written justification for the override to the State Directors)
Current Board of Directors elect members to the Executive Committee	State Directors elect members to the 12 member Board of Directors and have the ability to remove a Director
Current Board of Directors has no say in the makeup of the Nomination Committee	State Directors will elect 6 members to the new Nominating and Leadership Development Committee

TRANSITION TERMS for Board of Directors

The Board of Directors composed of 12 members will be phased in over 3 years. The Gantt chart below illustrates how the board will be populated with the current Executive Committee members forming the foundation of the new board. Sitting Executive Committee members will serve out their terms, provided they are re-elected each year, until they reach the presidency.

Board of Directors Staggered Elections

	2021	2022	2023	2024	2025	2026	2027	2028	2029
Casey W. - B1									
Alison U. - B2									
Melanie D. - B3									
David L. - B4									
Sandy J. - B5									
Kelly B. - B6									
Mike S. - B7									
B8									
B9									
B10									
B11									
B12									

	Is election year for the Board position
	Is years remaining on Board based on year elected
	Elected EC members under the old governance structure to serve out the commitment of 7 years on the Board
	Year of a full 12 member Board
	Year Board of 12 elects President- Elect
	"B" represents Board member. Number is just the count for the Board positions.

In 2021, two new board members will be added. Only two new board members will be added in order to stagger the three year terms. Three new board members will be added in 2021, 2022, and 2023 to complete staggering the terms for the appropriate rotation of board members. The 12 member board will be fully populated by 2023. In 2026 the 12 member board will elect the President-elect.

Role of Nominating and Leadership Development Committee during the Transition and Implementation of New Governance Structure

The Nominating and Leadership Development Committee (NLDC) will select and present a slate of candidates for the new board positions including sitting Executive Committee positions. For the new board positions being filled the NLDC will provide candidates for each position plus one, so there will be a contested ballot.

The NLDC will continue to present a slate of candidates for the new board positions including sitting Executive Committee positions through 2025 after which they will provide a contested slate for four board positions each year.

The NLDC makeup and procedures for selecting candidates will follow the guidelines described in the NLDC Policy adopted with the new Governance Structure.