

BYLAWS
OF
PUBLIC HEALTH ASSOCIATION OF NEBRASKA

ARTICLE I
NAME AND OFFICE

Section 1. Name. The name of the Organization is the Public Health Association of Nebraska ("PHAN").

Section 2. Affiliation. PHAN is affiliated with the American Public Health Association ("APHA").

Section 3. Registered Office. The registered office of the Organization shall be that as listed by the Secretary of State as updated from time to time. The Organization may establish other offices as may be determined by the Board of Directors.

ARTICLE II
MEMBERS

Section 1. Membership. Membership in PHAN shall be open to all persons interested in the Organization's purposes and unrestricted by consideration of age, color, creed, ability, sexual orientation, gender identity, nationality, race, ethnicity, religion, gender, or geographic location. The Board of Directors may establish criteria for Membership as it deems appropriate. The Board of Directors may establish classes of Membership as it deems necessary or desirable from time to time.

Section 2. Membership Dues. The Board of Directors shall establish a schedule of dues, which may be changed from time to time at the sole discretion of the Board of Directors.

Section 3. Privileges. All Members shall have the following privileges of membership:

- (a) Participation in proceedings of PHAN;
- (b) Voting for Directors of the Board of Directors;
- (c) Eligibility to serve as a Director or Officer of PHAN; and
- (d) Invitations to the annual meeting and other events of PHAN.

Section 4. Termination. A Member may be terminated from membership upon a two thirds (2/3) vote of the Board of Directors due to misrepresentation of the Organization, unethical behavior when carrying out PHAN activities, unprofessional behavior while representing PHAN, criminal activity, or misappropriation of PHAN funds. A Member so terminated shall

have a right to notice of such termination and to request a hearing in front of the Board of Directors within fifteen (15) days of receipt of the notice. If requested, a hearing must be held within thirty (30) days of the Board of Directors receiving the request for a hearing. Two-thirds ($\frac{2}{3}$) of the Board of Directors must be present for the hearing. A Member so terminated has no right to reimbursement of dues. A Member may not reapply for membership for one (1) year after membership is terminated.

ARTICLE III MEMBER MEETINGS

Section 1. Annual Meeting. The Organization must have an annual meeting of the Members. The Organization's annual meeting of the Members will be held at the date, time, and place each year determined by the Board of Directors. The annual meeting may be held in or out of Nebraska.

Notice of the annual meeting will include the date, time, and place of the annual meeting and a description of the matter(s) that must be approved by the Members. Notice of the annual meeting shall be given at least thirty (30) days prior to the meeting, but no more than sixty (60) days before the meeting. Notice may be delivered personally, sent by mail, or sent by electronic mail to each Member as shown by the records of the Organization.

Members may participate at the annual meeting in-person or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting.

The purpose of the annual meeting is to: 1) elect Directors; and 2) provide an annual update on the affairs of the Organization to the membership. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Organization, and members shall consider and act upon such other matters as may be raised at the annual meeting.

Section 2. Regular Meetings. The Organization may hold regular meetings of the Members. Regular meetings will be held at the date, time, and place determined by the Board of Directors. Regular meetings may be held in or out of Nebraska.

Notice of a regular meeting will include the date, time, and place of the regular meeting and a description of the matter(s) that must be approved by the Members. Notice of a regular meeting shall be given at least thirty (30) days prior to the meeting, but no more than sixty (60) days before the meeting. Notice may be delivered personally, sent by mail, or sent by electronic mail to each Member as shown by the records of the Organization.

Members may participate at a regular meeting in-person or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting.

Members shall consider and act upon such matters as may be raised at the regular meeting.

Section 3. Special Meetings. Special meetings of the Members may be called by resolution of the Board of Directors or at the request of ten percent (10%) of the Members eligible to vote. Special meetings will be held at the date, time, and place determined by the Board of Directors. Special meetings may be held in or out of Nebraska.

Notice of a special meeting will include the date, time, and place of the special meeting and a description of the matter(s) for which the meeting is called and/or that must be approved by the Members. Notice of a special meeting shall be given at least thirty (30) days prior to the meeting, but no more than sixty (60) days before the meeting. Notice may be delivered personally, sent by mail, or sent by electronic mail to each Member as shown by the records of the Organization.

Members may participate at a special meeting in-person or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting.

Members shall consider and act upon such matters as may be raised at the special meeting.

Section 4. Date of Notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed given upon sending the electronic mail.

Section 5. Waiver of Notice. Any Member may waive notice of any meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. At all meetings of Members, 15 percent of the Members eligible to vote, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present may adjourn the meeting from time to time without further notice. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Meeting by Remote Communication. Members may participate in a regular or special meeting of the Members or conduct the meeting through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. Action by Written Ballot. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Organization delivers a written ballot to every Member entitled to vote on the matter and pursuant to the provisions of the Nebraska Non-Profit Corporation Act. A written ballot may not be revoked. A written ballot may be delivered and cast by electronic means.

Section 9. Manner of Acting. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the Members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote.

Section 10. Proxy. Every Member entitled to vote at a meeting, or to express consent or dissent without a meeting, may authorize an individual to act for such Member by proxy. The Member's designation of proxy must be in writing, dated, and signed by the Member. A designation of proxy shall be delivered to the Secretary of the Organization or, upon the absence of the Secretary, the presiding Director, Officer, or Member appointed to act as Secretary of the meeting. No designation of proxy shall be valid after the expiration of eleven (11) months from the date of the designation of proxy. Every proxy shall be revocable at the pleasure of the Member executing it. A Member can revoke the proxy by attending any meeting and voting in-person, or signing and delivering to the Secretary or, upon the absence of the Secretary, the presiding Director, Officer, or Member appointed to act as Secretary of the meeting, a written statement that the designation of proxy is revoked. The revocation of proxy must in writing, dated, and signed by the Member. If the Secretary or, upon the absence of the Secretary, the presiding Director, Officer, or Member appointed to act as Secretary of the meeting, receives notice of the death or incapacity of the Member before the proxy exercises authority under the appointment, the action or vote of the proxy will not be accepted.

ARTICLE IV OFFICERS

Section 1. Standards of Conduct for Officers. An Officer shall discharge his or her duties in: 1) good faith, 2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and 3) in a manner he or she reasonably believes to be in the best interests of the Organization.

In discharging his or her duties, an Officer is entitled to rely on information, opinion, reports, or statements, including financial statements and other financial data, if prepared or presented by: 1) an officer or employee of the Organization whom the Officer reasonably believes to be reliable and competent in matters presented, or 2) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence.

Section 2. Number. The Officers of the Organization shall be the President, Secretary, Treasurer, APHA Delegate, President-Elect, and Immediate Past President. All Officers shall be Members in good standing with the Organization and be members of the Board of Directors.

Section 3. Election. Officers of the Organization shall be elected by the Board of Directors.

Section 4. Term of Office. Each Officer shall hold terms as follows: President (2-year term); Secretary (2-year term); Treasurer (2-year term); APHA Delegate (term consistent with national APHA delegate guidelines); President-Elect (1-year term); Immediate Past

President (1- year term). The President, President-Elect, and Immediate Past President can only serve one term. The Secretary, Treasurer, APHA Delegate can serve no more than two consecutive terms. Each Officer shall hold office until: 1) the Officer's successor has been elected, 2) the Officer's death, 3) the Officer resigns, or 4) the Officer is removed as an Officer, whichever is sooner.

Section 5. President. The President shall preside over the Board of Directors and shall preside at all meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws or the Board of Directors

Section 6. President-Elect. A President-Elect shall preside at meetings of the Board of Directors in the President's absence. A President-Elect shall do and perform such other duties and responsibilities as are usually incident to the President's office when the President is unable to perform such duties or as may from time to time be assigned by the Board of Directors or as may be provided in these Bylaws.

Section 7. Immediate Past President. The Immediate Past President shall serve in an advisory capacity to the President and in general, to the Board of Directors. The Immediate Past President shall have such other duties and responsibilities as may be assigned to them by these Bylaws or the Board of Directors.

Section 8. Secretary. It shall be the duty of the Secretary to keep an accurate record of accounts, minutes, and proceedings of all Directors' and Members' meetings; authenticating records of the Organization; give all notices required by law, by the Board of Directors, by the Articles of Incorporation, or by these Bylaws; and assist in keeping the books of account of the Organization and its correspondence. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 9. Treasurer. The Treasurer shall have custody of the Organization's funds; keep full and accurate accounts of all receipts and disbursements of the Organization, an inventory of assets, and a record of the liabilities of the Organization; deposit all money and other securities in such depositories as may be designated by the Board of Directors, disburse the funds of the Organization as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President, or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 10. APHA Delegate. The APHA Delegate shall represent PHAN on the APHA Governing Council. The Board of Directors may also appoint an APHA Alternate Delegate, if desired, to serve in the absence of the APHA Delegate.

Section 11. Removal. An Officer may be terminated from their position upon a two-thirds (2/3) vote of the Board of Directors. An Officer may be terminated at any time with

or without cause. An Officer so terminated shall have a right to notice of such termination and to request a hearing in front of the Board of Directors within fifteen (15) days of receipt of the notice. If requested, a hearing must be held within thirty (30) days of the Board of Directors receiving the request for a hearing. Two-thirds ($\frac{2}{3}$) of the Board of Directors must be present for the hearing.

Section 12. Resignation. An Officer may resign at any time by delivering notice to the Organization. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Organization accepts the future effective date, The Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

ARTICLE V BOARD OF DIRECTORS

Section 1. Duties The Board of Directors will be responsible for oversight of all organizational functions including, but not limited to: supporting the vision and mission, approving and assessing progress on the strategic plan, creating and assessing key metrics, approving the annual budget and audited financial statements, establishing organizational policies, adopt and amend the Organization's bylaws, minimizing risk exposure, and initiating actions to ensure that other organizational obligations are met.

Section 2. General Standards for Directors. A Director shall discharge his or her duties as a Director, including his or her duties as a Member of a committee, in: 1) good faith, 2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and 3) in a manner he or she reasonably believes to be in the best interests of the Organization.

In discharging his or her duties, a Director is entitled to rely on information, opinion, reports, or statements, including financial statements and other financial data, if prepared or presented by: 1) an Officer, or employee of the Organization, whom the Director reasonably believes to be reliable and competent in matters presented; 2) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or 3) a committee of the Board of Directors of which the Director is not a Member as to matters within its jurisdiction if the Director reasonably believes the committee merits confidence.

Section 3. Number. The number of voting Directors on the Board of Directors shall not be less than thirteen (13) and no more than nineteen (19). *Ex officio* Directors shall be entitled to attend meetings, but shall have no voting rights.

Section 4. Election. Except as outlined in Section 12 of this Article, a Director shall be elected at the annual meeting of Members. A list of nominees shall be given to all Members at least thirty (30) but not more than forty-five (45) days prior to the annual meeting.

Section 5. Term of Office. Individuals on the Board of Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such Director's death, resignation, or removal. Directors may serve a maximum of two (2) consecutive terms (total of six (6) consecutive years). A Director may be removed by a vote of the Board of Directors, not including the Director to be removed, upon more than three (3) consecutive absences from meetings of the Board of Directors without good cause.

Section 6. Regular Meetings. A regular meeting of the Board of Directors shall be held at least quarterly at a time and place designated by a Director of the Board of Directors.

Section 7. Special Meetings. A special meeting of the Board of Directors may be called by the President at the request of a majority of the Board of Directors. The President, or a Director at the President's request, shall give notice of the special meeting. Notice of any special meeting shall be given at least three (3) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Director at the Director's address as shown by the records of the Organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed given upon receipt of confirmation by the sender. Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. The attendance of a Director at a 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. The Notice must contain the date, time, and place of the special meeting. Neither the business to be transacted at, nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum. No less than one-half of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. Meetings by Remote Communication. Directors may participate in a regular or special meeting of the Board of Directors or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Action Without a Meeting. Action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all the Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the Organization's records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent, unless the consent(s) specifies a different effective date. A consent signed

under this Section has the effect of a meeting vote and may be described as such in any document.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors through less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and shall serve until the next annual meeting of the Members or until such Director's successor is elected or appointed and qualified. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors at the annual meeting of Members or at a special meeting called for that purpose.

ARTICLE VI EXECUTIVE DIRECTOR

An Executive Director may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of the Organization as assigned by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees of the Board of Directors. The Board of Directors may establish committees to accomplish specific objectives which promote the overall goals of the Organization. The composition of any committee shall consist of Directors and/or Members of the Organization. Two or more Directors shall serve on each committee at the pleasure of the board. Each committee must be chaired by at least one Director. The composition, authority of each committee, and general procedures of each committee shall be approved by the Board of Directors.

Section 2. Creation of a Committee and Appointment of Members to a Committee. The creation of a committee and appointment of Members to a committee must be approved by the greater of: 1) the majority of all the Directors in office when the action is taken, or 2) no less than one-half of the Directors.

Section 3. Authority of Committees: The Board of Directors shall determine the extent of each committee's authority and record the determination in the Organization's records. A committee shall not: (1) authorize distributions; (2) approve or recommend to Members the dissolution, the merger, or the sale, pledge, or transfer of all or substantially all of the Organization's assets; (3) elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees; or (4) adopt, amend, or repeal the articles or bylaws.

Section 4. Regular Meetings. A regular meeting of a committee shall be held at least quarterly at a time and place designated by a Chair of the committee.

Section 5. Special Meetings. A special meeting of a committee may be called by a Chair of the committee at the request of a majority of the Members on the committee. A Chair of the

committee shall give notice of the special meeting. Notice of any special meeting shall be given at least three (3) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Member of the committee at the Member's address as shown by the records of the Organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed given upon receipt of confirmation by the sender. Any Member of the committee may waive notice of any meeting. The waiver must be in writing, signed by the Member of the committee entitled to the notice, and filed with the minutes or the Organization's records. The attendance of the Member of the committee at a meeting shall constitute a waiver of notice of such meeting, except where the Member of the committee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice must contain the date, time, and place of the special meeting. Neither the business to be transacted at, nor the purpose of any meeting of the committee need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. No less than one-half of the committee shall constitute a quorum for the transaction of business at any meeting of the committee, but if less than a quorum is present at a meeting, a majority of the Members of the committee present may adjourn the meeting from time to time without further notice.

Section 7. Meetings by Remote Communication. Members of a committee may participate in a regular or special meeting of the committee or conduct the meeting through the use of any means of communication by which all Members of the committee participating may simultaneously hear each other during the meeting. A Member of the committee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. Manner of Acting. The act of the majority of the Members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Action Without a Meeting. Action required or permitted to be taken at a committee meeting may be taken without a meeting if the action is taken by all the Members of the committee. The action must be evidenced by one or more written consents describing the action taken, signed by each Member of the committee, and included in the minutes filed with the Organization's records reflecting the action taken. Action taken under this Section is effective when the last Member of the committee signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Organization shall end on December 31 of each year hereafter.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended and adopted by the Board of Directors by two-thirds of the votes cast or a majority vote of the Directors in office at the time of the vote, whichever is less. If the proposed amendment relates to the number of Directors, the composition of the Board of Directors, the term of office of the Directors, or the method or way in which Directors are elected or selected, a vote will be held by the Members and will require approval by two-thirds of the votes cast or a majority vote of the active Members in good standing at the time the vote in order for the Bylaws to be amended and adopted.

The number of votes for and against the amendment and adoption of the Bylaws and the date of the vote for the amendment and adoption of the Bylaws must be in writing and signed by an Officer of the Organization.

We hereby certify that the above and foregoing Bylaws were amended and adopted on (date) by (two-thirds/majority vote) of the (Board of Directors/Members), at a duly called and noticed meeting of the (Board of Directors/Members).


Number of (Directors/Members) Eligible to Vote: 28

Votes For: 21

Votes Against: 0

Abstain/No Vote: 7

Dated this 1st day of December, 2022.

By: 
Secretary

By: 
President