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BY-LAWS OF THE SOCIETY FOR ANALYSIS OF AFRICAN-AMERICAN PUBLIC HEALTH ISSUES

Article I – **NAME**

The name of the organization shall be the SOCIETY FOR ANALYSIS OF AFRICAN-AMERICAN PUBLIC HEALTH ISSUES, herein referred to as SAAPHI.

Article II – **MISSION**

SAAPHI is established to promote the health of African American individuals and communities through scientifically based interventions, intervention guided-research, and health policy advocacy.

Article III – **TYPE OF ORGANIZATION**

SAAPHI shall be established as a private, non-profit membership organization under scientific section 501(c)3 of the Internal Revenue Code.

Article IV – **PURPOSE**

SAAPHI is a research-oriented, national organization whose purposes are:

- To initiate and assist in the improvement, development, maintenance and utilization of appropriate databases for the understanding of health problems and needs of African American communities.
- To promote the utilization of scientific information on African Americans in program and policy decisions.
- To formulate and advocate appropriate public policies for health promotion and disease prevention among African Americans.
- To facilitate professional development, social welfare and leadership skills among its members.

Article V – **MEMBERSHIP**

- A. Membership in SAAPHI shall be open to persons with substantial interest in health issues of African Americans.
- B. Public health professionals, health-related and medical professionals, students of the health professions, and other persons interested in health and health care shall be eligible for membership.
- C. The dues of all members shall be payable at the beginning of the calendar year.
- D. The Executive Committee, by a two-thirds (2/3) majority vote, shall establish a schedule of dues for membership in the Coalition.

- E. Nonpayment of dues shall be a cause for discontinuance of membership provided that members in areas have been notified prior to the expiration of the grace period by the Secretary by email. Individuals or group members discontinued for nonpayment of dues may be reinstated provided such individuals or groups comply with the eligibility then effective and as determined by the Executive Committee.

Article VI – **GOVERNING BOARD OF DIRECTORS**

- A. The responsibility of governing the organization and the general planning of its work shall be vested in the Governing Board of Directors.
- B. The Governing Board of Directors shall consist of the Executive Committee, Chairpersons of the Standing Committees and community leaders, to number no more than seventeen (17) members. Each member is appointed for a term of two (2) years, with members serving for no more than two terms.
- C. The functions of the Governing Board of Directors shall be to:
 - 1. Establish and amend the by-laws of SAAPHI
 - 2. Adopt rules for the conduct of its own business.
 - 3. Establish policies for the organization and for the guidance of the Executive Committee.
 - 4. Make available to the general membership an abstract of the minutes of each of its meetings.
 - 5. Establish procedures and guidelines for the relationship with other related organizations.
 - 6. Receive and act upon reports and recommendations of the Executive Committee, Standing Committees, and any constituent of the organization.

Article VII – **THE ADVISORY COUNCIL**

The Advisory Council shall consist of Schools of Public Health, other universities, and of health and human service agency representatives. The principal function is to serve as a liaison/advocate between each agency and SAAPHI.

The Advisory Council shall provide advice to the SAAPHI in its program planning, development and implementation. All recommendations of the Advisory Council must be approved by the Governing Board of Directors. The Advisory Council shall consist of no more than nine (9) members serving for no more than four years. The Advisory Council shall be self-governing.

Article VIII – **THE EXECUTIVE COMMITTEE**

- A. The Executive Committee shall consist of the following officers: President, President-Elect, Secretary, and Treasurer.
- B. The Executive Committee shall be empowered to act on behalf of the SAAPHI and in the interim between meetings. All actions of the Executive Committee must be in accordance with the by-laws and general policies of SAAPHI and must be approved by the Governing Board of Directors. Such actions shall be reported to the members.

- C. The Executive Committee shall meet at the call of the President, or upon request of at least four members.
- D. Any vacancy shall be filled by the President with the approval of the Governing Board of Directors.

Article IX – **OFFICERS**

- A. The officers of SAAPHI shall be the President, President-Elect, Secretary, and Treasurer. They may be elected by the membership through mail voting.
- B. All officers shall be elected for a term of two (2) calendar years by the members of SAAPHI. The Secretary and the Treasurer may be elected by the membership for two consecutive terms or may serve longer periods of time at the pleasure of the Governing Board of Directors.

If for any reason the President is unable to complete a term, the President-Elect shall at once succeed to the duties of President and complete the unexpired term.

C. **THE PRESIDENT**

The President is the chief executive officer of the SAAPHI and shall:

1. Preside at all meetings of the association.
2. Serve as Chair of the Executive Committee.
3. Serve as chief spokesperson for SAAPHI.
4. Appoint all chairpersons and members of the committees unless otherwise provided for in the by-laws.
5. Serve, ex-officio, on all committees.
6. Authorize expenditures and have the authority, in addition to the Treasurer, to pay bills of the SAAPHI.
7. Submit an annual report to the membership

E. **THE PRESIDENT-ELECT**

The President –Elect shall cooperate with the President in promoting the general interest and welfare of the SAAPHI and shall:

1. Perform all duties as designated by the President.
2. Serve as Chair of the Membership Committee.
3. Serve on other committees as appointed by the President.
4. Perform all duties of the President in his/her absence.
5. Succeed to the office of President in the event of vacancy and serve until the term expires.

F. **THE SECRETARY**

1. Send out notices of all meetings of the organization.
2. Perform other duties as pertaining to the office and as assigned by the President.
3. Serve on other committees as appointed by the President.

G. THE TREASURER

1. Keep regular accounts which shall be open to inspection at all times by officers or board members.
2. Pay the bills of the SAAPHI as authorized by the President.
3. Serve on other committees as appointed by the President.

Article X – NOMINATING COMMITTEE

- A. There shall be a Nominating Committee for organizational officers composed of at least three (3) members appointed by the Governing Board of Directors.
- B. Not less than sixty (60) days prior to the general meeting, the Nominating Committee shall submit to the membership, either by mail or at a general meeting, the names of two or more nominees for each of the offices of President-Elect, Secretary, and Treasurer, and for each vacancy of the Governing Board of Directors.
- C. The Nominating Committee shall prepare a ballot suggesting names of candidates for President, President-Elect, Secretary, Treasurer and each vacancy of the Governing Board of Directors.
- D. On petition signed by at least fifteen voting members additional names may be added to this list. All names added to the list must be mailed to the membership at least ten days prior to the general meeting.
- E. The Nominating Committee members shall be appointed for a period of one year.

Article XI – STANDING COMMITTEES

- A. The Executive Committee shall establish and define the responsibilities, duties and size of the Standing Committees.
- B. Unless otherwise provided in the by-laws, all other committees of the SAAPHI shall be authorized and appointed by the Executive Committee with the approval of the Governing Board of Directors. The Executive Committee shall define the responsibilities, determine the size of membership and their terms of appointment, and establish the period of activity of such committees.

Article XII – MEETINGS

- A. There shall be monthly meetings of the Governing Board of Directors as determined by the membership. There shall be at least one meeting of the general membership to be held annually. Special meetings of the SAAPHI may be called by a majority vote of the Governing Board. In all proceedings of SAAPHI Robert's Rules of Order shall be official.
- B. Meetings of the Governing Board of Directors, Advisory Council, Executive Committee and other committees shall be the responsibility of the chairperson.

Article XIII – AMENDMENTS

- A. The by-laws may be repealed, altered or amended by affirmative vote of two-thirds (2/3) of SAAPHI members present at any meeting of SAAPHI duly constituted for the conduct of business

or affirmative vote of two thirds (2/3) of the mail ballots which are returned by members of SAAPHI.

- B. The amendments to be considered must receive the approval of the Governing Board of Directors and made known to the membership through mail at least thirty (30) days prior to the meeting or in event of mail ballot, the members shall be allowed at least thirty (30) days for return of such ballots.

Article XIV – **DISSOLUTION**

In the event of dissolution of SAAPHI and termination of all not-for-profit activities and upon the discretion of the Governing Board of Directors, all funds and other assets shall be distributed to an organization or organizations having similar purposes and carrying on similar activities.