

BYLAWS FOR THE COOS COUNTY
FRIENDS OF PUBLIC HEALTH
December 12, 2013

ARTICLE I: NAME

The name of this organization shall be Coos County Friends of Public Health.

ARTICLE II: MISSION

The mission of this organization is to promote health in Coos County through enhancement of local public health services.

ARTICLE III: PURPOSE

The purposes of this organization are:

- A. To promote an understanding of the public health needs of communities in Coos County and the availability of services to address those needs;
- B. To increase community collaboration to achieve public health goals and to provide public health services;
- C. To encourage volunteer involvement in local public health programs;
- D. To educate about the important relationship between resources and essential public health services;
- E. To generate resources in fulfillment of our mission.

ARTICLE IV: MEMBERSHIP

Section 1. Membership in this organization shall be open to all individuals and organizations in sympathy with its mission and purposes and upon payment of its dues.

Section 2. Membership will be classed as one of the following: a. individual, b. family, c. organization/business. Individual and family members shall be entitled to one vote on all matters permitted by law or the bylaws of this organization. Organizations or businesses shall have one vote per membership. Only members in good standing shall be eligible to vote or hold office.

Section 3. A member in good standing is one whose dues are current.

Section 4. Dues shall be payable annually. Annual dues for membership shall be set by a majority vote of members at the annual meeting.

ARTICLE V: BOARD OF DIRECTORS AND COMMITTEES

Section 1. The officers of the organization shall be a President, Vice-President, Secretary, and Treasurer. These officers and the standing committee chairpersons shall be known as the Board of Directors and shall serve as the governing body of this organization. The term of office shall be two years beginning January 1st and ending two years later on December 31. Service on the board shall not exceed three consecutive elected terms. The Public Health Director and a staff member of the Public Health Department of Coos County shall serve as ex-officio members of the Board of Directors of this organization.

Section 2. The officers and standing committee chairs shall be nominated by the Nominating Committee at least one (1) month before the annual membership meeting. The nominations shall be submitted to the membership with the consent of the nominees at the annual meeting. Additional nominations may be made from the floor with the consent of the nominees. Not more than two (2) Board members can be related by blood or marriage.

Section 3. Officers shall be elected by a majority vote of those members present at the annual meeting.

Section 4. At the Annual meeting, the membership shall elect a Nominating Committee of three (3) members for the next year. The Nominating Committee may select their own chair. Report of the Committee. The Nominating Committee shall report the slate of officers and directors to the membership prior to the annual meeting. Additional nominations may be made from the floor, provided the consent of the nominee has been obtained.

Section 5. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice-President shall serve notice of the election.

Section 6. The standing committees shall be as follows: advocacy, development, membership, communication, and public education.

Section 7. The Board of Directors may create such additional special committees as it may deem necessary to promote the purposes and carry on the work of the organization. The President shall appoint the special committee chairpersons with the approval of the Board of Directors.

ARTICLE VI: DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1. President: To preside over and conduct meetings; to be an ex-officio member of all standing and special committees with the exception of the nominating committee; to be the spokesperson for the organization; to have any other powers and duties as may be prescribed by the Board of Directors.

Section 2. Vice President: To perform the duties of the President in the absence of the President; to have any other powers and duties as may be prescribed by the Board of Directors

Section 3. Secretary: To take the minutes of all board and annual meetings and to conduct the correspondence of this organization in coordination with the Board of Directors; to assume any other duties as may be prescribed by the Board of Directors.

Section 4: Treasurer: To keep full and accurate accounts of all financial records of the organization in such a manner as designated by the Board of Directors; to disburse funds when proper to do so; to make financial reports to the Board of Directors and the membership at the annual meeting; to have any other duties as may be prescribed by the Board of Directors.

Section 5. Board of Directors: The duties of the Board of Directors shall be:

- (a) to formulate goals and long range plans that fulfill the stated mission and purposes of this organization;
- (b) to transact the necessary business in the intervals between annual meetings of the organization and such other business as may be referred to it by the organization;
- (c) to create special committees;
- (d) to approve the plans of work of the standing and special committees;
- (e) to present a report at all meetings of the membership of the organization;
- (f) to prepare and submit to the organization for approval a budget for the fiscal year;
- (g) to approve payment of bills within the limits of the budget.

ARTICLE VII: MEETINGS

Section 1. An annual meeting of the membership shall be held on a date in the month of December to be determined by the Board of Directors. Members should be notified at least one (1) week prior to the date of the meeting. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of the Directors.

Section 2. A special meeting of the organization may be called at any time by a majority of the Board of Directors or by written petition signed by at least ten members in good standing in the organization.

Section 3. Meetings of the Board of Directors may be called by the President or by written or electronic petition signed by a majority of the Board of Directors.

Section 4 A quorum at a board meeting shall be a majority of the Board of Directors. Action is taken by a majority vote of the Directors present.

Section 5. At any board meeting of the organization only Board members shall be entitled to vote. The Board meetings are open to all members in good standing

Section 6. A quorum at a committee meeting shall be a majority of the committee members. Action is taken by a majority vote of the committee members present.

Section 7. A quorum at a general meeting shall be ten percent of the members of the general membership of the organization plus a majority of the Board of Directors. Action is taken by a majority vote of the members present.

ARTICLE VIII: AMENDMENTS

These bylaws may be amended or repealed, and new bylaws adopted by a majority vote of members present at any meeting of the general membership. All members shall be notified in writing or electronically of the meeting time, place, and purpose at least a week prior to the meeting. The notification shall include the proposed changes to the bylaws that may be amended at the meeting.

ARTICLE IX: CONFLICT OF INTEREST

Board members shall declare any actual or potential conflict of interest and abstain from any discussion or vote when an actual or potential conflict of interest occurs.

ARTICLE X: PARLIAMENTARY PROCEDURE

All meeting shall be conducted according to Robert's Rules of Order, Revised, except when in conflict with these Bylaws or the laws of the State of Oregon.

By-Laws amended December 12, 2013

Title