

BYLAWS  
OF THE  
INTERDISCIPLINARY ASSOCIATION FOR POPULATION HEALTH SCIENCE

Article I

NAME

The name of the corporation is Interdisciplinary Association for Population Health Science (“IAPHS” or “the Association”).

Article II

OFFICES AND REGISTERED AGENT

1. Principal Office. The principal office of the Association and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors.
2. Registered Office. The Association shall continuously maintain within the District of Columbia a registered office in compliance with the District of Columbia Nonprofit Corporation Act of 2010 (the “Act”).
3. Registered Agent. The Association shall continuously maintain within the District of Columbia a registered agent in compliance with the Act.

Article III

MEMBERS

1. Good Standing. All members of the Association must be in good standing, meaning that they are current in their applicable dues and supportive of the

Association's purpose and mission. The Board may revoke the membership of any member that is not in good standing.

2. Classes of Membership. The Association shall have two classes of members: Individual and Institutional. Individual and Institutional members constitute the Membership of the Association.

3. Individual Membership. The classes and qualifications of Individual Members shall be as follows:

- a. Regular Members. Any person may become a Regular Member of the Association upon payment of the prescribed dues.
- b. Student Members. Any undergraduate or graduate student registered in a college or university and not at the same time employed in a full-time position may become a Student Member of the Association upon payment of the prescribed dues. Student memberships are renewable on an annual basis as long as eligibility criteria are met.

4. Institutional Membership. Any organization, including but not limited to nonprofit organizations, for-profit organizations, and governmental agencies, may become an Institutional Member of the Association upon payment of the prescribed dues.

5. Voting Membership. The Voting Membership of the Association shall consist of all Individual Members. Institutional Members have no voting privileges. Each Individual Member (Student or Regular) shall have one vote on all matters calling for action by the Voting Membership of the Association. No Individual Member may vote by proxy. All matters requiring a vote of the Voting Membership shall be completed at a

regular or special meeting of the membership or via electronic and/or mail ballot as prescribed by these Bylaws or as deemed appropriate by the Board of Directors.

6. Quorum. Ten percent of voting members in good standing constitute a quorum of members for the conduct of business. Once a member is represented for any purpose at a meeting, the member shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

7. Other Member Privileges. The Board of Directors shall define from time to time additional rights, obligations and/or benefits of each class of membership.

8. Member Dues. The Board of Directors may levy dues on Members in an amount determined by the Board.

9. Conference and Membership Meetings. The Association will convene a conference annually to conduct its business and affairs in furtherance of its mission. At this conference, a regular meeting of the Voting Membership shall be held at which the Board of Directors shall report on the Association's business and affairs and respond to questions from the Membership. In addition, special meetings of the members of the Association shall be held at any time upon call of the Board of Directors or upon the call of one-fifth of the Voting Membership of the Association. The Board of Directors shall determine the time and place of such special membership meetings. Written notice of all meetings of the Association's membership shall be distributed electronically or mailed to each Member of the Association no fewer than thirty (30) days before such meetings. All notices for a special membership meeting shall state the purpose of the meeting and the business to be conducted.

## Article IV

### OFFICERS

1. Officers. The regular officers of the Association shall consist of a President-Elect, a President, a Past-President, a Secretary, a Treasurer, and the Executive Director. All officers are elected except for the Executive Director and Treasurer, who are appointed as directed in these Bylaws.

2. Terms. Terms of Officers shall begin on dates established by the Board of Directors. The President-Elect serves a one year term, and following completion of this term of office, shall automatically assume the office of President for a one year term. Following completion of this term of office, the President shall automatically assume the office of Past President for a one year term. The Secretary and Treasurer serve 3-year staggered terms. No Officer except the Treasurer may succeed him- or her-self. Unless an Officer is either removed from office or resigns, an Officer's term shall not expire until that Officer's successor assumes office.

3. Removal and Resignation of Officers. Officers may be removed by two-thirds vote of all Directors then in office whenever, in the judgment of the Board of Directors, the best interests of the Association would be served thereby. The term of office of any Officer shall also terminate upon the effective date of his or her resignation submitted orally or in writing to the Board of Directors or upon his or her death.

4. Vacancies. Any vacancy among elected Officers shall be filled by the Board of Directors at their discretion through a special election of the Voting Membership or a majority vote of all the Directors then in office. When a vacancy in the position of Executive Director or the position of Treasurer arises, the President shall be responsible

for advertising the position broadly and serving as chair of the committee to make a selection from among the applicants for the position. The President shall have final authority in the selection of the Executive Director and Treasurer.

5. General Powers and Duties. The duties and powers of the Officers of the Association shall be as provided in these Bylaws or (except to the extent they are inconsistent with these Bylaws) shall be those customarily exercised by corporate officers holding such offices.

6. President-Elect. The President-Elect is responsible for appointing members of standing and ad-hoc committees, except as otherwise specified in these Bylaws, for terms beginning during the year in which he or she will serve as President. The President-Elect shall also appoint a Program Chair (or co-Chairs) to organize the conference during the year in which s/he will serve as President.

7. President. The President is the chief executive officer of the Association. Duties of the President include supervising the Executive Director, chairing meetings of the Board of Directors, providing strategic leadership for the Association, presiding at all membership meetings, representing the Association whenever called upon to do so, and ensuring that the business of the Association is faithfully transacted in accordance with policies and directives approved by the Board of Directors. The President shall have the power to change the registered agent and registered office of the Association. In the event that the President is temporarily unable to carry out these duties, the Past-President shall assume them during what would be the first six months of the President's term and the President-Elect shall do so during what would be the last six months of the President's term.

8. Past-President. The Past-President shall contribute to continuity in the Association's leadership by serving as an officer and a member of the Board of Directors. The Past-President also shall serve as Chair of the Nominations Committee with responsibilities as directed in Article VI of these Bylaws.

9. Secretary. The Secretary shall record or cause to be recorded all votes and minutes of all proceedings of the Board of Directors, and shall give or cause to be given notice of all meetings. He or she shall report the actions of the Board of Directors to the Membership at membership meetings and in written summaries posted on-line or in the Association newsletter. He or she shall also perform such other duties as the President or Board of Directors may prescribe.

10. Treasurer. In coordination with the Executive Director, the Treasurer shall review and approve the arrangements for the receipt, custody, and disbursement of Association funds, and for keeping the Association's accounts. The Treasurer shall develop an annual budget for consideration by the Finance Committee and report the Association's fiscal condition to the annual membership meeting. The Treasurer shall make recommendations about investments of surplus funds to the Board of Directors. He or she shall also perform such other duties as the President or Board of Directors may prescribe.

11. Executive Director. The Executive Director is the chief operating officer of the Association. Under the direction of the President and the Board of Directors, the Executive Director shall manage the ongoing operations of the Association and shall hire and supervise additional temporary and permanent staff as needed. The Executive Director shall work with all Officers to assure efficient and equitable administrative and

financial operation of the Association, and shall undertake special assignments as directed by the President and the Board of Directors.

At its discretion, the Board of Directors may create, and eliminate once created, an additional position, Administrative Director, under the Executive Director. The Administrative Director will serve, ex officio, as an Officer of the Association and will carry out administrative duties for the organization as directed by the Executive Director.

12. Compensation, Expenses and Loans. No Officer, other than the Executive Director, shall be compensated for his or her service as an Officer. Officers may be reimbursed for expenses incurred while acting on behalf of the Association. The Association shall not lend money to or guarantee the obligation of any Officer of the Association; however, the Association may provide: (1) an advance to pay reimbursable expenses reasonably expected to be incurred by an Officer; or (2) advances pursuant to Article VII of these Bylaws.

## Article V

### BOARD OF DIRECTORS

1. General Powers and Duties. Management of the affairs of the Association shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Association under the Act and its Articles of Incorporation, subject to the limitations set forth in the Articles.

2. Number. The Board of Directors shall consist of nine members directly elected as Board members by the Voting Membership (directly elected members); one Student

Board Member, also directly elected by the Voting Membership; and the Officers of the Association as specified in these Bylaws.

3. Qualifications. Directors need not be residents of the District of Columbia.

4. Terms. The nine directly elected Directors shall serve staggered three-year (3-year) terms. The Student Board Member shall serve a two-year term. The Officers shall serve terms concurrent with their terms of office. Otherwise, the term of office of any Director shall terminate upon the effective date of his or her resignation, which may be made at any time by giving notice thereof in writing to the President; upon his or her removal from office; or upon his or her death. Directors may be removed by two-thirds vote of all Directors then in office whenever, in the judgment of the Board of Directors, the best interests of the Association would be served thereby.

5. Quorum; Voting. One-half (1/2) of the entire membership of the Board of Directors then in office shall constitute a quorum for the transaction of any business. In the absence of a quorum, a majority of those Directors present may adjourn the meeting. The affirmative vote of a majority of the Directors present at a Board of Directors meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board of Directors, except as otherwise specifically required by the Act, the Articles of Incorporation, or these Bylaws. Each Director shall have one vote, except that the Executive Director shall not have a vote. All voting at meetings shall be done personally and no proxy voting shall be allowed.

6. Meetings. The Board of Directors shall meet at least once per year. The times and places of all meetings shall be determined by the President in consultation with the Executive Director and other Directors. Special meetings of the Board of Directors may



be called by the President, and shall be called by the President or Executive Director upon the written request of one-third (1/3) of the Board of Directors. Regular or special meetings may be held either within or without the District of Columbia.

8. Notice. At least ten (10) days' notice shall be given to each Director of a regular meeting of the Board of Directors. The Association may provide a single notice of all regularly scheduled meetings for that year without having to give notice of each meeting individually. A special meeting of the Board of Directors may be held upon notice of two (2) days. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but, except as provided in Article IX of these Bylaws (relating to amendment of the Articles and Bylaws), need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director or delivered through the sending of a fax or electronic mail to his or her address on record with the Association. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except when a Director states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or convened.

8. Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided that all Directors consent in writing and set forth in the same writing the action or decision taken or made.

Consent in writing, including by email, shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of the Association.

9. Teleconferencing. One or more Directors may participate in a meeting by means of a conference telephone or similar communications equipment through which all Directors participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

10. Compensation, Expenses and Loans. No Director shall be compensated for his or her service as a Director. Directors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board of Directors and while otherwise acting on behalf of the Association. The Association shall not lend money to, or guarantee the obligation of, a Director; however, the Association may provide: (1) an advance to pay reimbursable expenses reasonably expected to be incurred by a Director; or (2) advances pursuant to Article VII of these Bylaws.

11. Inspections. Any Director may inspect and copy the books, records and documents of the Association at any reasonable time to the extent reasonably related to the performance of the director's duties as a Director, including duties as a member of a committee of the Association. However, no Director may inspect or copy the books, records or documents for any other purpose, or in any manner that would violate any of the Director's duties to the Association or that would violate any law.

12. Chair. The President of the Association will serve as Chair of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors at which he or she is in attendance.

## Article VI

### COMMITTEES

1. Executive Committee. The Executive Committee shall consist of the President, the President-Elect, the Past-President, the Treasurer, and the Secretary. The Executive Director shall also serve on the Executive Committee but shall not have voting privileges. The Executive Committee shall act only during intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. During such intervals and subject to such control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the affairs of the Association, subject to such limitations as the Board of Directors may impose from time to time. The Executive Committee shall not have authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove Officers; or to adopt an annual budget. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors at its next meeting.

2. Finance Committee. The Finance Committee shall consist of the President-Elect, President, and three of the directly elected members of the Board of Directors. One of the three Board of Directors members directly elected each year shall be appointed to serve on the Finance Committee and to chair the Finance Committee during the final year of his or her term on the Board of Directors. The Finance Committee is responsible for reviewing all financial statements; recommending an annual budget to the Board of Directors; recommending levels of membership, conference, and other fees; periodically preparing requests for proposals for audit and investment management

services and recommending who should be awarded the contract to the Board of Directors; and reviewing and approving audits.

3. Nominations Committee. The Nominations Committee is a committee of the Association and not of the Board of Directors. The Past-President shall serve as Chair of the Nominations Committee. Subject to the general direction of the Board of Directors, he or she will appoint at least five additional members to serve on the Nominations Committee. The Nominations Committee is responsible for developing a slate of candidates for each elective office (including positions on the Board of Directors) that will become vacant during the following year, as directed in Article VII of these Bylaws.

4. Other Committees. The President, in consultation with the Board of Directors, may create additional standing or ad-hoc committees as deemed appropriate and shall define the responsibilities of such committees. Such committees may consist of Directors or other persons and shall have such authority as the Board of Directors may by law and these Bylaws direct; provided that any committee that includes persons other than Directors may not exercise any powers of the Board of Directors, and provided further that no committee shall have the authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove Officers; or to adopt an annual budget.

## Article VII

### NOMINATIONS AND ELECTIONS

1. Nominations. The Nominations Committee shall produce each year a slate consisting of at least two nominees for President-Elect; at least two nominees for each

vacancy on the Board of Directors, and, depending on vacancy, at least two nominees for Secretary. This slate shall meet criteria for qualifications and diversity as set by the Board of Directors. Prior to developing the slate, the Nominations Committee shall invite and consider suggestions for nominees from the Membership. The Nominations Committee shall ascertain the willingness of the nominees to serve if elected and shall ensure that all nominees are Individual Members of the Association in good standing. The Voting Membership shall vote on the nominees. The report of the Nominations Committee and the slate shall be submitted to the Executive Director no less than 105 days prior to the closing date of the election and to the Membership no less than 90 days prior to the closing date of the election.

2. Elections. Elections shall be conducted by electronic and/or mail ballot of the Voting Membership. Voting shall be initiated 45 days prior to the closing date of the election. Only ballots returned by the prescribed closing date may be counted for purpose of the election. For each office, the nominee receiving the largest number of votes shall be deemed elected.

### Article VIII

#### INDEMNIFICATION

The Association shall indemnify, to the maximum extent allowed by sections 29-406.51 and 29-406.52 of the Act, each former and current Director for expenses and costs (including reasonable attorneys' fees) actually incurred in connection with any claim asserted by reason of being or having been an Officer, Director or employee of the Association. The Association shall, before final disposition of a proceeding, advance

funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she is or was a Director, in accordance with section 29-406.53 of the Act. In providing indemnification under this Article VIII, the Association shall follow the procedures described in § 29-406.55 of the Act.

- i. Further, the Association shall indemnify and advance expenses to an Officer who is party to a proceeding because he or she is or was an Officer of the Association to the same extent as a Director.

## Article IX

### MISCELLANEOUS PROVISIONS

1. Fiscal Year. The annual accounting period of the Association shall begin on January 1 of each year, unless changed by the Board of Directors.
2. Checks. All checks, drafts, or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.
3. Contracts. All contracts, notes or other evidences of indebtedness, and leases of space for the Association shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.
4. Records. The Association shall keep as permanent records minutes of all meetings of its members, minutes of all meetings of its Board of Directors, a record of all actions taken by the members, a record of all actions taken by the Board of Directors, and a record of all actions taken by a committee of the Board of Directors on behalf of the Association. The Association shall keep a copy of the following records at its principal office: (1) Articles of Incorporation or restated Articles of Incorporation and all

amendments to them currently in effect; (2) these Bylaws or restated Bylaws and all amendments to them currently in effect; (3) minutes and records described in this section for the past three years; (4) a list of the names and business addresses of its current Directors and Officers; and (5) the most recent biennial report filed with the District of Columbia.

### Article X

#### AMENDMENTS

1. Amendments to Bylaws. The Bylaws may be altered or amended, or new Bylaws adopted, at any meeting of the Board of Directors, by a two-thirds vote of all Directors then in office, if at least two (2) days' written notice is given of the intention to take such action at such meeting.

2. Amendments to Articles. The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the Board of Directors, by a two-thirds vote of all Directors then in office, if at least two (2) days' written notice is given of the intention to take such action at such meeting.

Adopted on the 14th day of February, 2018, upon approval by the IAPHS Board of Directors.



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Bruce Link, President