ARTICLE I: THE ASSOCIATION

The name of the association shall be the Association of Schools and Programs of Public Health, Inc. ("ASPPH"). ASPPH, organized under the laws of the District of Columbia, shall have its principal office in the District of Columbia metropolitan area.

ARTICLE II: STATEMENT OF PURPOSE

The purposes of the ASSOCIATION OF SCHOOLS AND PROGRAMS OF PUBLIC HEALTH are:

i. To represent Council on Education for Public Health (CEPH)-accredited member schools and programs on public health in order to (1) promote and improve academic and professional public health education and training and (2) promote and improve academic public health research.

ii. To undertake any other activities that advance the missions of accredited schools and programs of public health.

ARTICLE III: MEMBERSHIP

1. Qualifications for Membership and Admission Procedures

The membership of the Association shall consist of:

a. Full Members, which are limited to those schools and programs of public health that are accredited by CEPH.

b. Associate Members, which are schools and programs of public health that have formally been approved by CEPH to enter the process to become an accredited school or program of public health.

c. Institutions applying to be a Full Member or Associate Member of ASPPH must present a request for membership; in the case of a school of public health, from the dean, or in the case of a program of public health, from either the director of the program or the dean of the school of which the program is a part.

d. The President and CEO of ASPPH or designee shall inform the applicant institution when its membership is effective.
2. **Member Rights and Representation**

   a. Each Full Member shall have one vote that shall be cast by its designated institutional primary representative. In the case of a Member that is a school of public health, this representative shall be the dean. In the case of a Member that is a program of public health, this representative shall be a senior institutional lead with responsibility for the program, such as the program director, department chair, or dean of the school in which the program resides.

   b. Full Members of ASPPH are entitled to elect the members of the Board of Directors of ASPPH, to vote on amendments to the ASPPH bylaws, to approve major changes in the strategic direction of ASPPH, and to call a special meeting of its Members, all in accordance with the various provisions of these bylaws.

   c. Each Associate Member shall designate one primary representative. This representative shall be the dean, in the case of an Associate Member applying for accreditation as a school of public health; and a senior institutional lead with responsibility for the program, in the case of an Association Member applying for accreditation as a program of public health. Associate Members shall have non-voting privileges of the floor at the ASPPH Annual Meeting and may nominate individuals to represent them on ASPPH committees.

   d. Designated primary representatives act on behalf of Member schools and programs of public health, and all actions ascribed to members in the bylaws are delegated exclusively to designated representatives.

3. **Member Dues**

   The amount of dues will be agreed upon by the Board of Directors and may change from time to time. The Board of Directors, at its discretion, may choose to solicit input from the membership.

4. **Maintaining Member Status**

   a. Any Member that is delinquent in its membership dues or other financial obligations to the Association for six months shall automatically be placed on probation. If the dues or outstanding obligation have not been paid within the following six months, membership for that Member shall be terminated.

   b. The ASPPH Board of Directors, in its sole judgment, may postpone or waive the payment of dues if warranted by extraordinary circumstances, such as Acts of God.

   c. A Full Member that fails to maintain CEPH accreditation shall be removed as a Full Member of the Association. In the event the Board of Directors determines that a Full Member’s CEPH accreditation is under review or is otherwise being challenged by CEPH,
then a majority vote of the Board of Directors may result in the suspension of the Full Member’s membership. During any suspension, the Full Member shall have no right to vote or in any way participate as a Full Member. The President and CEO of ASPPH shall notify such a Full Member that it is no longer a Full Member of the Association or that its membership has been suspended.

d. To remain active as an Associate Member, the formal application status with CEPH must be maintained.

5. Meetings of Members

a. The Annual Meeting of ASPPH Members shall be held at such time and place as may be determined by the Board of Directors, but no less than once every year. Special Meetings of Members may be called by the ASPPH Chair at such time and place as the Chair may determine. Additionally, the Chair must call a Special Meeting upon the written request of at least one-third of the Full Members.

b. Notice for all Annual Meetings and, unless extraordinary circumstances dictate otherwise, for all Special Meetings, stating the time and place of such meetings and the purposes for which the meetings are being called, shall be e-mailed or mailed to all Members at least 20 calendar days prior to the meeting date.

6. Voting

a. A quorum at any meeting of ASPPH Members shall consist of the presence at such meeting of a majority of the Full Members of ASPPH. If a greater quorum is required by law or otherwise, a quorum shall consist of the presence of whatever proportion of the Full Members is necessary to ensure compliance.

b. Any general resolution presented to Members must be approved by a majority of those Full Members that are schools of public health and by a majority of those Full Members that are programs of public health, voting at an Annual Meeting or Special Meeting at which there is a quorum, with the exception of a resolution to amend or repeal these bylaws. Such a resolution, pursuant to Article XI of these bylaws, will require a two-thirds majority of those Full Members that are schools of public health and a two-thirds majority of those Full Members that are programs of public health, voting at an Annual Meeting or Special Meeting, to be approved.

c. Members will vote to elect members and officers of the ASPPH Board of Directors, pursuant to the election procedures prescribed in Article IV and Article VI.

ARTICLE IV: BOARD OF DIRECTORS

1. Purpose, Powers, and Duties
a. Purpose: The Board of Directors of the ASPPH shall be responsible for the affairs of the Association. It shall have overall responsibility for the business, property, and governance of the Association. Primarily, the Board of Directors shall advise Members and ensure that Association staff members carry out Association policies.

b. Powers and Duties: The Board of Directors shall be vested with all powers possessed by the Association itself, including the power to appoint and remunerate agents and employees, so long as such exercise of power shall not violate any law. The Board of Directors shall report to the Membership of the Association on its activities during the period since the preceding Annual meeting.

2. Membership and Eligibility

a. The ASPPH Board of Directors shall have no fewer than 15 and no more than 17 members.

b. Board of Directors: Each member of the Board of Directors will be the current designated institutional primary representative of a Full Member of ASPPH. This representative shall be the dean, in the case of a Member that is a school of public health, and a senior institutional lead with responsibility for the program as defined in Article III of these bylaws, in the case of a program of public health.

c. Board Leadership: The Board leadership shall be comprised of the Chair, the Chair-elect, the Secretary/Treasurer, the Immediate Past Chair, and the ASPPH President and CEO, an ex-officio Member of the Board of Directors, which shall be the Executive Committee as set forth in Article V of these bylaws.

d. At Large Members: There will be at least five members of the Board (not including officers) who are the representatives of Full Member schools of public health, and at least five members who are the representatives of Full Member programs of public health. At least one board member, whether from a school or a program, shall be a representative of an international member.

e. Any previous member of the Board of Directors must wait three (3) years after the completion of their last term prior to running for election again.

3. Elections and Vacancies

a. The President and CEO of the Association shall be an ex-officio, non-voting member of the Board of Directors.

b. Elected officers and At-large members of the Board of Directors shall be elected by Members of ASPPH, according to the following procedures:
The terms of each Board member (elected officers and at-large members) will begin the day following the conclusion of the ASPPH Annual Meeting. Elections for Board positions shall be held at least 90 days prior to the Annual Meeting.

Beginning at least two months prior to elections, the ASPPH Governance Committee shall identify the number of open positions that will require candidates and explore the availability of desirable potential candidates. This action will include a general call for nominations and candidates.

To be elected as Chair-Elect, the candidate must be a current member of the Board of Directors.

In calling for nominations, the Governance Committee will take into account the needs of the Board for the skills and knowledge required to govern the Association, as well as ensure there will be at least five board members from schools of public health and five board members from programs of public health.

The Governance Committee shall put forward at least three nominees for each open Board position to Full Members unless fewer people were nominated, in which case all nominees will go forward.

The ballot containing the Governance Committee’s recommended nominees shall be circulated for a vote to ASPPH Members at least 30 days prior to the Annual Meeting.

c. Vacancies of any at-large member shall remain vacant until the next election cycle.

4. Terms of Office and Term Limits

a. The term of office of at-large members of the Board of Directors shall be three years. At-large members of the Board may serve up to two terms for a maximum of six years.

b. If a member of the Board is elected as Chair-Elect or Secretary/Treasurer during their term, then this member may serve the terms that these elected officer positions entail, providing that no person having been elected as Chair-Elect or Secretary/Treasurer shall serve on the Board for more than 6 years.

5. Meetings and Voting Procedures

a. The Board of Directors shall meet during the Annual Meeting of the Members of the Association and at least one other time during the year upon the call, which need not be in writing, of the Chair, or upon the written call of one-quarter of the Board. The Chair shall chair all meetings of the Board of Directors.

b. Quorum: More than one-half of the Board of Directors shall constitute a quorum, and action shall be taken by a majority vote of those present. If a quorum is present at the beginning of the meeting, then it is presumed to continue throughout the entire meeting.

c. Meetings by Teleconference or Videoconference: The Board of Directors may hold a
meeting by conference, videoconference, or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Any action taken by such means by the Board of Directors shall be of the same force and effect as if a regular meeting authorized by these bylaws took place.

d. Action without meeting: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by filing with its minutes a unanimous consent motion setting forth the action and signed by each director.

e. A duly called meeting of the Board of Directors may take place electronically. Any such meeting must be held so that any attending Board member must be able to hear the proceedings. Such electronic means shall include, but not necessarily be limited to, teleconference, videoconference, or any similar means of remotely participating in a meeting. The meeting, quorum, and notice requirements for an electronic meeting are the same as if the meeting was held in person.

6. Removal of Board Members

The ASPPH Board of Directors can take steps to remove any Board Member who, in the view of the Board, has acted in a way that is unacceptable and/or tarnishes the reputation of the Association.

a. The Board Chair and the Chair of the Governance Committee will ask, in writing, the Board member to cease the offending behavior and/or resign from the Board.

b. Failing this, on a vote of a two-thirds majority of the Board, the Board Chair will contact the affected Board member and advise that that member shall be removed as a member of the ASPPH Board. If the affected Board member requests, in writing to the Board that the subject removal be presented to all ASPPH Members, then the Board shall bring the matter to Members. If a motion is made and seconded, Members shall vote to either confirm or deny the affected Board member’s removal.

ARTICLE V: EXECUTIVE COMMITTEE

1. Executive Committee Membership

The Executive Committee shall be comprised of the following elected officers: the Chair, the Chair-Elect, the immediate Past Chair, and the Secretary/Treasurer. The President and CEO of the Association shall be an ex-officio, non-voting member of the Executive Committee.

2. Powers and Duties
The Executive Committee is authorized to exercise the powers of the Board of Directors between meetings of the Board, except that the Board of Directors may, in any way and for any length of time, restrict such powers of the Executive Committee. The Executive Committee shall present any actions taken by the Executive Committee to the Board of Directors for ratification by the Board.

The Executive Committee shall be empowered to negotiate and enter into contracts pursuant to which the President and CEO of the Association is hired, conduct the President and CEO’s performance evaluations, and authorize the President’s compensation package.

3. **Meetings**

   a. The Executive Committee shall meet at the call of the Chair or upon written request of two other members of the Executive Committee. The Chair shall chair all meetings of the Executive Committee.

   b. **Quorum:** Three voting members of the Executive Committee shall constitute a quorum, and action shall be taken by majority vote of those present.

   c. The Executive Committee will follow the same meeting procedures as outlined in Article IV.

**ARTICLE VI: OFFICERS**

1. **Officers**

   The officers of the Association shall consist of the Chair, the Chair-Elect, the immediate Past Chair, the Secretary/Treasurer, and the President and CEO.

2. **Responsibilities of Officers**

   **Chair:** The Chair of the Association shall have the powers and perform duties incident to the office in a corporation. The Chair shall preside at meetings of Members and of the Board of Directors. The Chair shall make an annual report of the Association to Members at the Annual Meeting.

   **Chair-elect:** The Chair-elect of the Association shall be a member of the board and will preside at all meetings of the board and/or ASPPH in the event of the temporary disability or absence of the Chair. The Chair-elect will execute all duties delegated to them by the Chair or Board of Directors. They will succeed to the office of Chair following the term of the current Chair.
Secretary/Treasurer: The Secretary/Treasurer shall be responsible for the minutes and official documentation of the Board of Directors and Executive Committee and shall ensure that the Association accounts and ledgers are in good order. The Secretary/Treasurer shall make regular reports to the Board of Directors on the financial health of ASPPH.

President and CEO: The President and CEO shall be a full-time employee of the Association appointed by the Board of Directors, which shall enter into a valid, duly executed contract with the President and CEO. The President and CEO shall be the Chief Executive Officer of the Association. The President and CEO shall be the day-to-day spokesperson of the Association, shall be responsible for Association fundraising, and shall be the principal liaison with federal, state, and local governmental agencies and other national and international public health-oriented organizations. The President and CEO, who is responsible for the overall functioning of the Association, shall be directly responsible to the Board of Directors and shall regularly confer with the Chair on Association matters. The President and CEO shall prepare and present proposed policy and program initiatives to the Board of Directors. The President and CEO shall ensure that the operations of the Association are effective and efficient. The President and CEO shall be responsible for the financial and administrative affairs of the Association.

3. Eligibility

a. With the exception of the President and CEO, all officers will be the designated institutional primary representative of a Full Member of ASPPH as defined in Article III of these bylaws.

b. For succeeding terms, the Chair-Elect shall become the Chair and the Chair becomes the Immediate Past Chair.

c. No two offices of the Association shall be held by the same person.

4. Elections and Vacancies

a. The Chair-Elect and the Secretary/Treasurer shall be elected following the procedures outlined in Article IV.

b. Vacancies in any officer position other than that of Chair that occur during any term of office shall be filled by the Board of Directors at their next meeting, and such person shall serve until the next election at the following Annual Meeting.

c. If the position of Chair becomes vacant for any reason, including that the Chair steps down as the designated institutional primary representative of their Full Member institution, the Chair-Elect shall immediately assume the office of Chair and shall serve the remainder of the term in which the vacancy occurs and the entire term that follows.
d. The Governance Committee shall monitor vacancies as they occur in case unexpected vacancies lead to there not being representatives of both schools and programs of public health among the Board’s officers, and make recommendations to the Chair on how to proceed.

5. **Terms of Office and Term Limits**

The elected Chair-Elect shall hold office for one year starting the day following the ASPPH Annual Meeting. The Chair-Elect then shall serve for one year as Chair and one year as Immediate Past Chair, serving a total of three years.

No member can be re-elected to the position Chair-elect. Any member who has served as Chair-Elect/Chair/Immediate-Past Chair can serve as either member-at-large or as Secretary/Treasurer, not to exceed six years in total.

The Secretary/Treasurer will serve one three-year term. They can subsequently be elected to any position.

**ARTICLE VII: COMMITTEES**

1. **Types of Committees**

   a. ASPPH shall have two permanent committees: a Finance and Audit Committee and a Governance Committee.

2. **Finance and Audit Committee**

   The Finance and Audit Committee shall be comprised of the Secretary/Treasurer, who will chair the Committee; the ASPPH Chair; Chair-Elect; Immediate Past Chair; President and CEO as an ex-officio, non-voting member; and at least one other Board member, at the discretion of the ASPPH Chair and the Secretary/Treasurer.

   The main purposes of the Finance and Audit Committee are:

   ▪ To assist the Secretary/Treasurer in ensuring that the books and accounts of ASPPH are in good order; ensure that any necessary financial policies are developed, agreed upon by the Board, and then effectively implemented; and ensure that the financial implications of any major decisions of the Board are clearly understood before such decisions are taken.

   ▪ To present budget and expenditure reports at the Annual Meeting to ASPPH Members.

   ▪ To assist the board in fulfilling its oversight responsibilities with respect to the annual
audit of the Association’s books and records and the system of internal controls that the Association has established, and to recommend for the Board’s approval the appointment of the external auditors each year.

3. **Governance Committee**

The Governance Committee shall be comprised of the Immediate Past Chair, who will chair the Committee; the President and CEO; and at least four other Board members, all to be appointed by the Board Chair in consultation with the Immediate Past Chair. In appointing members to the Committee, the Board Chair will ensure that the Committee includes at least two members who represent programs of public health and two members who represent schools of public health.

The main purposes of the Governance Committee are: to seek and select candidates for the ballots for each of the open positions on the Board and for the elected officer positions of the Board ahead of each Annual Meeting, in accordance with the procedures described in Article IV, Section 3 and Article V, Section 3 of these bylaws; to ensure that action is taken to fill any vacancies that occur on the Board or its committees, in accordance with the provisions of these bylaws; to regularly review and update the association’s bylaws; to ensure compliance with these bylaws, and to review the performance of the ASPPH Board and make recommendations to the Board on policies and actions that will enhance the ways in which it governs the Association.

If a member of the Governance Committee is nominated for an officer position, they must resign from the Governance Committee and their position will be filled by appointment by the Chair of the Committee.

4. **Terms and Term Limits**

- The terms of service of all permanent Committee members will be three years.

5. **Vacancies on Permanent Committees**

Vacancies occurring in the membership of Permanent Committees shall be filled by the Board Chair, in consultation with the Board of Directors.

6. **Other Committees**

The Board shall have the right to create and disband other committees that it deems necessary from time to time. The Executive Committee and/or the Board of Directors may, in their sole discretion and from time to time, expand or contract the responsibilities of the Permanent Committees.
ARTICLE VIII: FISCAL YEAR/BUDGET

a. The fiscal year of the Association shall be from October 1 through September 30 of the following year.

b. The Finance and Audit Committee shall present the budget and expenditure recommendations to ASPPH members annually.

ARTICLE IX: INDEMNIFICATION

a. The Association shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association), by reason of the fact that the person is or was a director, officer, employee, or agent of the Association, against expenses (including attorneys’ fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner in which the person reasonably believed to be in, or not opposed to, the best interests of the Association, and, reasonable cause to believe that the conduct was unlawful.

b. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the officer, director, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1. Such determination shall be made by a majority of the Board of Directors:

   i. who were not parties to such action, suit, or proceeding, or
   ii. if such a majority is not obtainable or, even if obtainable, if a majority of disinterested Directors so directs, by independent legal counsel in a written opinion.

ARTICLE X: INSURANCE

The Board of Directors may exercise the Association’s power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person’s status as such.

ARTICLE XI: AMENDMENT OF BYLAWS
a. These bylaws may be amended, altered, changed, added to, deleted from, or repealed at any Annual Meeting, Special Meeting of Full Members, or by electronic means, by a vote of two-thirds of those Full Members present and voting that are schools of public health and two-thirds of those Full Members present and voting that are programs of public health, and if there is present a quorum of Member schools of public health and a quorum of Member programs of public health. For voting by electronic means, a majority of votes received by full members shall determine the outcome.

b. Full members shall be given a minimum of 10 calendar days advance notice of any proposed amendment to or change of these bylaws.

Adopted: September 2023