



BYLAWS
of the
**ASSOCIATION OF
STATE AND
TERRITORIAL
HEALTH
OFFICIALS**

APPROVED JANUARY 11, 2019

asthotm

The logo for Astho, featuring a stylized white wave or arch above the word "astho" in a lowercase, sans-serif font, followed by a trademark symbol (tm).

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**Bylaws of the
Association of State and Territorial Health Officials**

Approved by ASTHO Board of Directors: December 5, 2018

Approved by ASTHO Membership: January 11, 2019

**Chapter I
General**

A. Name. The name of this organization shall be the Association of State and Territorial Health Officials, hereinafter referred to as "the Association," "this Association," or "ASTHO."

B. Definitions. As used herein, the terms "Assembly of Members," "Board of Directors," "Executive Committee," and the references to "Officers," "Committees," and "Members," unless stated otherwise, shall be as defined in these Bylaws. When necessary or appropriate to the meaning, words of gender shall be neutral and use "person" instead of gender specific terms.

1. The term "S/THO" used in this document shall refer to the "State or Territorial Health Official" who is the appointed leader of a state or territorial health agency.

2. The term "territorial" when used in this document shall include the Pacific Freely Associated States (Republic of the Marshall Islands, the Federated States of Micronesia, and the Republic of Palau) and United States Territories (American Samoa, District of Columbia, Guam, Commonwealth of the Northern Mariana Islands, Puerto Rico, United States Virgin Islands).

3. The term "Member" when used in this document refers to the S/THO or a full-time employee of the state or territorial health agency appointed by the S/THO to represent the state or territorial health agency in all ASTHO matters.

4. The term "Alumni Member" when used in this document refers to any person who previously served as a S/THO or the S/THO designee to ASTHO and who is no longer serving as S/THO or their designee to ASTHO.

5. The term "Senior Deputy" when used in this document refers to any person who is not the S/THO and serves on the leadership or management team of a state or territorial health agency and is designated by the S/THO of their agency as its "Senior Deputy."

6. The "Assembly of Members" or "Assembly" when used in this document refers to the policy-making body of the corporation as described in Chapter IV below.

C. Incorporation: ASTHO's place of incorporation shall be in the District of Columbia.

Chapter II

Purpose

A. The Association is a District of Columbia nonprofit corporation that is organized exclusively for scientific, charitable, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

B. The purpose of this Association is to formulate and influence the establishment of sound public health policy and to assist and serve state and territorial health agencies in the development and implementation of programs and policies for the public's health and the prevention of injury and disease. To this end, the Association shall provide a forum through which Members may:

1. Collectively lead the development of sound national public health policy and assist and serve Members in the implementation of programs and policies for the public's health and the prevention of disease at the state and territorial levels.
2. Represent and advocate for the interests and concerns of state and territorial health agencies and the Association's affiliated organizations before the U.S. Congress and federal executive branch agencies.
3. Promote the development and sharing of information and public health practice expertise among Members.
4. Serve as a source of professional education, training, and fellowship for Members to support excellence in public health practice.
5. Serve as a source of professional development for S/THOs, senior managers, and others engaged in the work of state and territorial health agencies.
6. Actively engage in research activities and publications that promote the advancement of public health practice among Members and their agencies.
7. Support continuous improvement of the operation of state and territorial health agencies.

C. From time to time, the Association shall author and disseminate Policy Statements and/or white papers or other expert briefs on significant issues pertaining to the public's health and well-being or other matters of importance to the Association and its Members.

Chapter III Membership

A. Membership. The Association's membership shall be state and territorial health agencies represented by the appointed leader of each of these agencies (S/THOs), former leaders of state and territorial health agencies (Alumni), and key leadership staff of state and territorial health agencies as designated by the S/THOs including key management officials and personnel.

B. Voting Membership Status. A voting Member of the Association shall be the S/THO or their designated representative. Voting Members shall be entitled to vote on all matters coming before the Association, unless the S/THO's agency has not paid dues to the Association for the previous dues year. The dues year shall be July 1 to June 30.

C. Reinstatement of Membership. The S/THO who has not paid dues to the Association for the previous dues year shall be denied the privilege of voting unless the S/THO petitions the Board of Directors for reinstatement of voting privileges in writing and in advance of a meeting at which action may be taken and the Board of Directors grants such request at its sole and absolute discretion.

D. Disqualification of Membership. A state or territorial health agency that has not paid dues to the Association for two (2) or more consecutive dues years shall be disqualified from membership. Membership may be reinstated by payment of all delinquent dues or by action of the Board of Directors.

E. Termination of Membership. The Board of Directors may, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, terminate a Member's membership for cause after an appropriate hearing for which the Member will be given reasonable notice. Grounds constituting "cause" shall be determined by the Board of Directors in its sole discretion. Membership in the Association also may be terminated by the death of a Member, by the timely (as determined by the Board of Directors) submission of written notice of membership resignation, or by the failure of a Member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such Members' financial obligations, if any, as described elsewhere in the Association's Bylaws and associated policies.

F. Alumni Membership Status. Former S/THO Members (Alumni) may qualify for individual at-large membership status and may continue their affiliation with ASTHO. Such individuals achieve individual membership status in good standing upon payment of annual dues established by the Board of Directors. Alumni shall not be eligible to hold ASTHO officer positions or vote on matters before the Association, but may otherwise participate in all other ASTHO activities including as members of the ASTHO Alumni Society.

Chapter IV Assembly of Members

A. Purpose. The Assembly of Members (Assembly) shall serve as the policy making body of the Association.

B. Composition. The Assembly shall consist of all eligible voting Members of the Association, as provided in these Bylaws.

C. Powers and Duties. The Assembly:

1. Shall elect the Association's Officers annually.
2. Shall periodically review the Association's priorities and strategic plan.
3. Shall approve Policy Statement Proposals.
4. Shall review the actions and recommendations of the Board of Directors, standing or special Committees, or affiliated organizations at least once annually.
5. Shall reserve the right to call a special meeting (Chapter IV, Section D, Item 3) to consider any matter of Association business.

D. Meetings.

1. Annual Meeting. There shall be an annual meeting of the Assembly at a place and time determined by the ASTHO Board of Directors.
2. Interim Meeting. An interim meeting of the Assembly may be called at the discretion of the ASTHO Board of Directors.
3. Special Meetings. Upon petition of at least six (6) Members, or of at least three (3) Members with the approval of the Board of Directors, the President shall, within a reasonable period of time, not to exceed thirty (30) calendar days, convene a special meeting of the Assembly for the purpose described in the Members' petition. Alternatively, upon such petition, the President may convene a special telephonic/conference call meeting of the Assembly for the purpose described in the Members' petition, with at least seventy-two (72) hours advance notice to the Members.
4. Executive Sessions. The Board of Directors may call executive sessions of the Assembly as it deems necessary at any regular, interim, or special meeting, including any special telephonic conference call meeting, of the Assembly. Only Members or their designated representatives may attend such executive sessions except that other persons may be invited to attend with the approval of a majority of the Assembly.

E. Manner of Acting at Meetings. Where and in the manner authorized by the Board of Directors, any action that may be or is required to be taken at an Assembly meeting may be conducted by U.S. mail ballot, fax ballot, electronic mail ballot, or any other method of voting provided for by District of Columbia law. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person.

F. Meeting by Internet or Other Electronic Means. Where and in the manner authorized by the Board of Directors and to the extent permitted by District of Columbia law, any meeting of the voting Members may be held by means of the Internet or any other means of electronic communication by which all persons participating are able to read or hear the proceedings, vote on matters submitted to the Members, and otherwise fully participate in the meeting. Such participation shall constitute presence at the meeting.

G. Action Without a Meeting. Any action that may be or is required to be taken at a meeting of the voting Members may be voted on and taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the voting Members entitled to vote on the matter.

H. Notice of Meetings. Unless otherwise provided in another section of this Chapter, notice of any meeting of the voting membership shall be received by each Member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than 10 calendar days before the date set for such a meeting, and must include the time, date, and place of such meeting. Notices for special meetings and executive sessions must also include the purpose of the meeting. Members may waive notice of any meeting before, at, or after such meeting.

I. Special Committees. The Assembly, or ad interim the Board of Directors, may establish such special committees as are deemed necessary to consider subjects as may be assigned and to report thereon to the Assembly at the next following annual meeting. Such committees will operate in an advisory capacity only and shall not exercise the powers and authority of the Board of Directors.

J. Standing Rules.

1. Voting Rights. Each voting Member shall be entitled to one vote on all matters coming before the Assembly.

2. Designated Representatives. Any voting Member unavoidably absent may designate, by written proxy appointment, a designated representative to attend, speak and vote for that Member at any meeting of the Assembly. Such designated representative shall be an official in or leader of the voting Member's state or territorial public health agency.

3. Additional Proxy Rights.

a. Any Member unavoidably absent and not represented as provided in

Section J.2 above, may give limited or unlimited proxy to any other voting Member of that Member's choosing to vote on any and all questions only before a meeting of the Assembly.

b. Any voting Member unavoidably absent during the Assembly meeting may give limited or unlimited proxy to any other voting Member of that Member's choosing for purposes of participation and voting at a meeting or meetings, other than a full meeting of the Assembly or of the Board of Directors, for an amount of time not to exceed eleven months, unless a longer period, which may not exceed three (3) years, is expressly provided in the written proxy appointment.

K. Quorum and Voting Requirements. A quorum of the Assembly shall consist of not less than twenty-five (25) voting Members and/or their duly designated representatives for the transaction of business. The act of a majority of the voting Members present at a meeting at which a quorum is present shall be the act of the voting membership.

L. Consideration of Policy Statement Proposals. Individual ASTHO Members, ASTHO Committees, the ASTHO Board of Directors, or the ASTHO Assembly of Members may propose the development of an ASTHO Policy Statement.

A minimum of 35 ASTHO Members must vote affirmatively to proceed with complete development of a Policy Statement. Upon approval by the Assembly of Members, development of a complete Policy Statement shall proceed according to ASTHO's Policy Statement and Development Process.

M. Minutes and Parliamentary Procedure. Minutes of each Assembly meeting shall be recorded or shall cause to be recorded by the Secretary-Treasurer. The rules contained in the most recent edition of Robert's Rules of Order shall govern the deliberations of the Assembly in all cases in which they are applicable and not in conflict with these Bylaws, ASTHO's Articles of Incorporation, or District of Columbia law.

Chapter V Officers

A. Elected and Appointed Officers. The President, President-Elect, Immediate Past President, Past President, and Secretary-Treasurer shall be the elected Officers of the Association. The Chief Executive Officer shall be an appointed Officer. The offices of President and Secretary-Treasurer may not be held by the same person.

B. Nomination and Election of Officers. The Nominations-Awards-Membership Committee shall submit at least one nominee, solicited from the Assembly, for each elected office of the Association that will fall vacant at the annual meeting of the Assembly. All nominated Members who agree to serve will be placed on the ballot. The election shall be by secret ballot of the Members, in advance of the annual meeting. The office will be filled by the nominee who receives the most votes of any nominee. Election results will be announced, and the new

officers presented, at the annual meeting of the Assembly. The Board of Directors shall settle any ties. Should there be a Board member who is a nominee for office, that Board member shall be recused from any Board activities related to settling the tied vote.

C. Qualifications for Elected Officers. As referenced in Chapter V, Section B of these Bylaws, only Members of the Assembly are eligible for election as Officers.

D. Duties of Elected Officers.

1. President. It shall be the duty of the President:

a. To serve as an official representative of this Association in its contacts with governmental, and other public and private agencies for the purpose of advancing the objectives and policies of this Association.

b. To preside at meetings of the Assembly and to be Chair of and preside at meetings of the Board of Directors and the Executive Committee.

c. To make appointments and fill vacancies as provided in these Bylaws.

d. To perform all other duties incident to the office of President and such other duties as are provided in these Bylaws and as may be prescribed by the Board of Directors from time to time.

e. The President shall have the authority to sign any contracts, deeds, mortgages, and/or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution of such instrument is expressly delegated by the Board of Directors, these Bylaws, or by law to some other officer or agent of the Association.

f. To serve as a member of the Executive Committee.

g. The President shall serve a one-year term.

2. President-Elect. It shall be the duty of the President-Elect:

a. To assist the President as requested.

b. To serve as a member of the Board of Directors.

c. To preside at meetings in the absence of the President.

d. To succeed to the office of President as provided in these Bylaws.

e. To perform such other duties as are provided in these Bylaws.

f. The President-Elect shall chair the Leadership Development and Education Committee.

g. To serve as a member of the Executive Committee.

h. The President-Elect shall serve a one-year term.

3. Immediate Past President. It shall be the duty of the Immediate Past President:

a. To assist the President as requested.

b. To serve as a member of the Board of Directors.

c. The Immediate Past President shall chair the Government Relations Committee.

d. To serve as a member of the Executive Committee.

e. The Immediate Past-President shall serve a one-year term.

4. Past President. It shall be the duty of the Past President:

a. To assist the President as requested.

b. To serve as a member of the Board of Directors.

c. The Past-President shall chair the Nominations-Awards-Membership Committee.

d. To serve as a member of the Executive Committee.

e. The Past President shall serve a one-year term.

5. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer:

a. To oversee receipt of and be the official custodian of the funds of the Association under the direction of the Board of Directors.

b. To record, shall cause to be recorded, or provide for the recording of, the minutes of all meetings of the membership and Board of Directors; and maintain such minutes in one or more books provided for such purpose.

c. To see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

d. To have charge of the correspondence and keep a record of the acts and

proceedings of the Association.

e. To preside at meetings in the absence of the President and President-Elect.

f. To perform the general duties of Secretary and Treasurer and such other duties as are prescribed by the Board of Directors or these Bylaws.

g. The Secretary-Treasurer shall chair the Audit and Finance Committee.

h. To serve as a member of the Executive Committee.

i. The Secretary Treasurer shall serve a two-year term.

6. Chief Executive Officer. The Board of Directors may appoint an Chief Executive Officer for the Association under such terms and conditions as the Board of Directors may prescribe. The Chief Executive Officer shall be a salaried professional employee of the Association reporting to the President and Board of Directors. It shall be the duty of the Chief Executive Officer:

a. To serve as the chief executive and principal operating Officer of the Association.

b. To direct and manage all activities of the Association under the policy guidance of the Board of Directors.

c. To serve as an ex-officio member of the Board of Directors and Executive Committee without vote.

d. To perform such duties as are prescribed by the Board of Directors or these Bylaws.

E. Succession.

1. Succession of President. Should the office of President become vacant, the President-Elect shall assume the office of President for the unexpired term and the following term.

2. Succession of President-Elect.

a. Should the office of President-Elect become vacant within the first nine months of their term, a special election will be held to elect a new President-Elect to complete the remainder of the vacated term and the ensuing year as President.

b. If the Office of President-Elect is vacated within the last three months of their term, the office of President-Elect and President shall be filled by election at the next Assembly of Members meeting.

c. Should both the offices of President and President-Elect become vacant, the Secretary-Treasurer shall vacate their office and assume the office of President until the next election by the Assembly of Members.

3. Succession of the Secretary-Treasurer. Should the office of Secretary-Treasurer become vacant, the President shall appoint a successor from among the current Regional Representatives to the Board of Directors, who shall serve until the next Assembly of Members meeting at which time the office shall be filled by election.

4. Temporary Appointments. Where a person is unable, unwilling or ineligible to succeed into a vacant office as provided above, or where the Board of Directors determines that a vacant office must be temporarily filled prior to the next Assembly of Members meeting, the Board of Directors may, at its discretion, select one of the Members of the Association to fill the office for the duration of the unexpired term (i.e., until the next Assembly of Members meeting).

F. Succession Appointment for the Immediate Past President or the Past President. In the event that the sitting Immediate Past President or Past President is unable, unwilling, or ineligible to serve, such vacancy may be filled, by appointment of the President, by one of the current Regional Representatives to the Board of Directors or a former President who continues to serve as a S/THO. Should the President appoint a Regional Representative to assume the responsibilities of the position of Immediate Past President or Past President, the Regional Representative so appointed shall also retain his or her position as a Regional Representative to the Board of Directors.

G. Removal or Resignation. Any officer, except for the Chief Executive Officer, may be removed from office at any time by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Association would be served by removing such officer. Any officer may resign at any time by giving written notice to the President, Secretary-Treasurer, or the Board of Directors.

Chapter VI

Board of Directors

A. Composition. The Association's board of directors shall be called the Board of Directors and shall consist of no fewer than five (5) and no more than seventeen (17) voting members.

B. Members of the Board of Directors With a Vote. The voting members of the Board of Directors shall include the President, President-Elect, Secretary-Treasurer, the two most recent past Presidents, ten (10) Regional Representatives, one from each of the ten (10) United States Department of Health and Human Services Regions, and two (2) Territorial Representatives, who shall be elected in accordance with these Bylaws.

C. Members of the Board of Directors Without a Vote. The chairs of the Senior Deputies Committee and the Affiliate Council, an Alumnus or Alumna Member of ASTHO, as well as the Chief Executive Officer of the Association, shall be members of the Board of Directors without vote.

D. Nomination and Election of Regional Representatives. Nominees for Regional Representatives will be made by the Nominations-Awards-Membership Committee after polling the S/THOs in the respective region. All nominated S/THOs who agree to serve will be placed on the ballot. S/THOs in the respective region will then vote to fill the Regional Representative vacancy. In fulfilling their Board of Directors responsibilities, the Regional Representatives will be expected to share the perspective of the S/THOs from their respective regions, and be primary sources of communication of the Board of Directors' actions and organizational activities back to S/THOs in their regions. The term of office of Regional Representatives shall be three (3) years, with the expiration date of the term stated at the time of election. If filling an unexpired term, such term of office will expire at the time set forth originally for that office.

E. Nomination and Election of Territorial Representatives. There shall be two Territorial Representatives on the ASTHO Board, an Atlantic Representative and a USAPI (Pacific) Representative. Nominees for Territorial Representatives will be made by the Nominations-Awards-Membership Committee after polling the S/THOs in the respective Territories. All nominated S/THOs who agree to serve will be placed on the ballot. S/THOs in the respective Territories will then vote to fill the Territorial Representative vacancy. In fulfilling their Board of Directors responsibilities, the Territorial Representatives will be expected to share the perspective of the S/THOs from their respective territories, and be primary sources of communication of the Board of Directors' actions and organizational activities back to S/THOs in their territories. The term of office of Territorial Representatives shall be three (3) years, with the expiration date of the term stated at the time of election. If filling an unexpired term, such term of office will expire at the time set forth originally for that office.

1. At least one (1) of the two Territorial Representatives shall be from the Pacific Freely Associated States (Republic of the Marshall Islands, the Federated States of Micronesia, and the Republic of Palau) or United States Territories in the Pacific (American Samoa, Guam, and Commonwealth of the Northern Mariana Islands).

2. The selection of a Territorial Director to fill a Regional Director position shall not preclude the selection of additional Territorial Directors.

F. Powers and Duties. The Board of Directors:

1. Shall manage the affairs of the Association with full power to conduct all business of the Association subject to the laws of the District of Columbia, the Association's Articles of Incorporation, these Bylaws and the mandates of the Assembly of Members.

2. Shall be the primary judge of the qualifications of Members, designated representatives, and of the validity of proxies.

3. Shall cause all accounts of the Association to be audited at appropriate intervals, including an audit by a Certified Public Accountant upon the completion of the term of each Secretary-Treasurer.

4. May, at its discretion, recognize affiliated organizations as provided in Chapter IX of these Bylaws.

5. May, at its discretion, by a two-thirds majority vote of Directors present at a formally constituted meeting of the Board of Directors, including a properly convened conference call meeting, suspend the voting privileges of any member of the Board of Directors who has either voluntarily withdrawn from or has been temporarily relieved of the performance of his or her duties as S/THO by the relevant appointing authority of that state or territory. Such suspension of voting privileges shall remain in effect until that individual resumes his or her official duties as S/THO or ceases to be a member of the Board of Directors.

6. Shall perform such other functions and duties as required by the laws of the District of Columbia, the Association's Articles of Incorporation, or these Bylaws, or as may be assigned by the Assembly of Members.

7. Shall adopt the budget of the Association.

G. Removal. Failure of a Board member to attend three successive, regularly-scheduled meetings of the Board of Directors shall result in such Director's automatic removal. In addition, any Director may be removed from office at any time by (a) the affirmative vote of at least two-thirds of the voting Members present at a meeting of the Assembly at which a quorum is present, or (b) the affirmative vote of at least two-thirds of the voting Directors (other than the Director subject to removal) at a meeting of the Board of Directors at which a quorum is present.

H. Resignation. A Board member may resign at any time by giving written notice to the President, the Secretary-Treasurer, and/or the full Board of Directors.

I. Vacancies. Unless otherwise provided under the provisions of these Bylaws regarding the succession of the Association's Officers, should a position on the Board of Directors become vacant due to a Director's removal or resignation, or if a Director otherwise becomes unwilling, unable, or ineligible to serve, the Board of Directors may, at its discretion, select one of the Members of the Association to fill the vacant directorship for the duration of the unexpired term; provided, however, vacancies of Regional Representatives shall be filled by conducting a ballot vote of the Members of the states and territories comprising the relevant region. In preparing the ballot, the Nominations-Awards-Membership Committee will solicit nominees of those willing to assume the responsibilities of the vacant office from among the S/THOs in the respective regional grouping.

J. Quorum and Voting Requirements.

1. Quorum. Eight (8) voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
2. Manner of Acting. The act of a majority of the voting members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law, the Association's Articles of Incorporation, or by these Bylaws. Each voting member of the Board of Directors shall have one vote on all matters submitted to a Board of Directors vote; members of the Board of Directors may not vote by proxy.

K. Meetings.

1. Annual Board of Directors Meeting. There shall be an annual meeting of the Board of Directors. Annual and regular meetings may be held without notice if all of the Directors are present in person, or if notice is waived in writing by those not present prior to the meeting.
2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) voting members of the Board of Directors.
3. Meeting by Teleconference or Electronic Means. Any person participating in a meeting of the Board of Directors may participate by any means of communication by which all persons participating may simultaneously hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence at the meeting.
4. Action Without Meeting. Any action that may be or is required to be taken at a meeting of the Board of Directors may be voted on and taken without a meeting if a consent in writing, setting for the action taken, is signed by all of the members of the Board of Directors entitled to vote on the matter.

L. Notice. Unless otherwise provided in these Bylaws, notice of any meeting of the Board of Directors shall be in the form, and delivered within a reasonable time and manner, as determined by the Board of Directors; provided, however, that notices of meetings at which the Board of Directors will vote on the following matters shall state the purpose of such meeting: merger, consolidation, or dissolution of the Association, or the sale, lease, or exchange of substantially all of the Association's assets.

M. Minutes and Parliamentary Procedure. Minutes of each meeting of the Board of Directors shall be recorded or shall cause to be recorded by the Secretary-Treasurer. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. All meetings of the Board of Directors shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Association's Articles of Incorporation, rules adopted by

the Board of Directors, or state law.

Chapter VII Executive Committee

A. Powers and Duties. To the extent permitted by the laws of the District of Columbia, the Association's Articles of Incorporation, or these Bylaws, the Executive Committee:

1. Shall have and exercise the authority of the Board of Directors as may be required in the interim between meetings.
2. Shall conduct the annual review of the Chief Executive Officer's performance in conjunction with the Board of Directors, and administer any applicable subsequent changes in compensation and benefits as a result of the Chief Executive Officer's performance review.
3. Shall coordinate the work of the Board of Directors and focus the full Board's work and priorities.
4. Shall take such other actions as may be authorized by the Board of Directors.

B. Composition. The Executive Committee shall be comprised of the following persons: (i) the President; (ii) the President-Elect; (iii) the Immediate Past President; (iv) the Past President; (v) the Secretary-Treasurer; and (vi) two (2) Regional/Territorial Representatives elected annually by the Board of Directors. Nominees for the two (2) Regional/Territorial Representatives who serve on the Executive Committee will be made by the Nominations-Awards-Membership Committee after polling voting members of the Board of Directors. All nominated Members who agree to serve will be placed on the ballot. Voting members of the Board of Directors will then vote to fill the two (2) Regional Representative seats on the Executive Committee. The Chief Executive Officer shall serve as a member of the Executive Committee without a vote.

C. Meetings. The President, or in his/her absence the President-Elect, shall fix the time and place of the Executive Committee's meetings. Notice of such meetings shall be in the form prescribed by the Board of Directors.

1. Notice. Meetings may be held without notice if all of the members of the Executive Committee are present in person, or if notice is waived in writing by those not present prior to the meeting.
2. Meeting by Teleconference or Electronic Means. Any person participating in a meeting of the Executive Committee may participate by any means of communication by which all persons participating may simultaneously hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence at the meeting.

3. Minutes and Ratification. The Secretary-Treasurer shall record, or cause to be recorded, minutes of each meeting of the Executive Committee and shall report such minutes to the Board of Directors at the Board's next meeting. Actions taken by the Executive Committee shall be subject to the ratification by the full Board at the next regularly scheduled or special meeting. Notice of actions taken by the Executive Committee shall be made available to the full Board within ten (10) working days of the action.

D. Quorum and Voting Requirements.

1. Quorum. Four (4) members of the Executive Committee shall constitute a quorum.

2. Manner of Acting. Any action approved by the majority of those present at a meeting at which a quorum is present shall be deemed the action of the Executive Committee. Each voting member of the Executive Committee shall have one vote on all matters submitted to a Committee vote; members of the Executive Committee may not vote by proxy.

E. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members of the Executive Committee, which consent may be in one or more counterparts.

F. Other Procedures. The Board of Directors shall determine all other procedures applicable to the Executive Committee, including, but not limited to, the manner of selection, removal, and replacement of the Executive Committee's members, by resolution of the Board of Directors.

G. Limitation on Delegation of Authority. The delegation of authority to the Executive Committee shall not relieve the Board of Directors, or any individual member of the Board of Directors, of any responsibility imposed by law.

Chapter VIII Advisory Committees

A. Other Committees. Committees not having and exercising the authority of the Board of Directors may also be designated by a resolution of the Board of Directors. Such Committees shall include an Audit and Finance Committee, Nominations-Awards-Membership Committee, Senior Deputies Committee, Affiliate Council, and such other Committees as the Board of Directors may find necessary or expedient from time to time.

B. Composition of Committees. The Board of Directors shall determine the composition of each such Committee, and the manner of selection, removal and replacement of the Committee's members, in a Committee charter or a resolution of the Board of Directors. Unless provided otherwise in the Association's Articles of Incorporation, these Bylaws, or in a resolution of the Board of Directors, the provisions of these Bylaws setting forth the procedures applicable to the Board of Directors shall also apply to such other Committees and their members.

Chapter IX Affiliated Organizations

A. Affiliated Organizations. The Board of Directors shall recognize such affiliated organizations as it deems appropriate. A list of organizations so recognized shall be published and circulated by the Board of Directors following each meeting of the Assembly of Members and/or at such other times as may be necessary. Duly designated representatives of such affiliated organizations may be appointed as members of such Committees as the Board of Directors may deem appropriate.

B. Alumni Society. The Board of Directors shall recognize the ASTHO Alumni Society as an affiliated organization. Duly designated representatives of the ASTHO Alumni Society may be appointed as members of such Committees as the Board of Directors may deem appropriate.

C. Senior Deputies Committee. The Board of Directors shall recognize the Senior Deputies Committee as an affiliated organization. Duly designated representatives of the Senior Deputies Committee may be appointed as members of such Committees as the Board of Directors may deem appropriate.

Chapter X Dues

The Board of Directors shall establish such fees and dues as it considers necessary and appropriate for each class of Member. The Board of Directors shall present such fees and dues to the Assembly of Members no later than sixty (60) calendar days before such fees and dues become effective. Unless the Assembly of Members rejects the proposed fees and dues at a special meeting of the Assembly, such fees and dues shall take effect on the date established by resolution of the Board of Directors.

Chapter XI Amendments

The Board of Directors shall have the authority to amend these Bylaws from time to time. The Board of Directors shall present such amendments to the Assembly of Members no later than thirty (30) calendar days before such amendments become effective. Unless the Assembly of Members rejects the proposed amendments at a special meeting of the Assembly, such amendments shall take effect on the date established by resolution of the Board of Directors.

Chapter XII Dissolution

In the unlikely event of the dissolution of this Association, the Board of Directors shall, at such time, after paying or making provision for the payment of all liabilities of the Association, dispose of all other Association assets by providing such assets to such other organization(s) determined by the Board of Directors to have been organized and operated for the purpose of

advancing state- and territorial-based public health policy and practice, and that also qualifies as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Any asset not so disposed of shall be disposed of by the appropriate court of the District of Columbia, exclusively for such purposes or to such organization(s), as said court shall determine.

Chapter XIII Limitation of Liability

To the fullest extent permitted by the laws of the District of Columbia and the Internal Revenue Code, the personal liability of the Directors, Officers, Committee members, and employees of the Association is hereby eliminated.

Chapter XIV Indemnification

In accordance with and to the full extent permitted by District of Columbia law, the Association shall provide for limited indemnification of any and all Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, to which they, or any of them, are made parties, or a party, by reason of being, or having been, Directors or Officers of the Association, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence and misconduct.

The limit of the aforementioned indemnification shall in no instance exceed the amount of the Association's insurance protection provided under its tort and Directors' and Officers' liability policies. These indemnification rights of Directors and Officers or former Directors or Officers in this amendment constitute a contract and are retroactive to events occurring prior to the adoption date of this amendment and shall continue to exist after the rescission or restrictive modification of the provision with respect to events occurring prior to that rescission or modification.

Chapter XV Employees and Contractors

One or more employees or contractors, if such employees or contractors are deemed necessary by the Board of Directors or the Chief Executive Officer, may be hired on a full- or part-time basis, on a temporary or permanent basis, and/or on an employment or contract basis, by the Board of Directors or the Chief Executive Officer in accordance with the operating budget and policies of the Association, as established by the Board of Directors. The President and Chief Executive Officer shall supervise and provide direction to any employees of, or paid contractors to, the Association on a regular basis.

Chapter XVI Compensation

Officers and Directors (other than the Chief Executive Officer) shall not receive any salary or other compensation for their services, but may be reimbursed for reasonable expenses related to their ASTHO service.

Chapter XVII Conflict of Interest Policy

The Board of Directors will adopt and implement a conflict of interest policy and annual disclosure statement applicable to all Officers and Directors of the Association.

Chapter XVIII Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and Committees having any of the authority of the Board of Directors. It also shall keep at its principal office a record of the names and addresses of its Board of Directors.

Chapter XIX Funds and Securities

A. Contracts: To promote the purpose of the Association, the Board of Directors may authorize any Officer or Officers, in the name of and on behalf of the Association, to enter into any contract, loan, to execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no Officer shall have power or authority to bind the Association by any contract or engagement or to render it pecuniarily liable for any purpose or for any amount.

B. Contributions: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

C. Deposits: All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

D. Financial Records: The Association shall: (i) maintain current and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures; (ii) annually prepare or approve a report of the financial activity of the Association for the preceding year; and (iii) all records, books, and annual reports of the financial activity of the Association shall be kept at the principal office of the Association or at such other location as directed by the Board of Directors.

Chapter XX Fiscal Year

The fiscal year of the Association shall end on September 30th each year or on such other date as determined by the Board of Directors.

Chapter XXI Governing Law

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the District of Columbia.

Chapter XXII Severability

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.