

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**VIRGINIA PUBLIC HEALTH ASSOCIATION**

May \_\_, 2010

ARTICLE I

Mission and Goals

1. Mission and Goals. The vision and mission of the Corporation is to promote and seek to achieve significant improvements in public health practice and policy in the Commonwealth of Virginia, with specific goals to include without limitation: (i) help to develop a first-rate public health workforce that is engaged, informed and highly capable of improving public health in the Commonwealth of Virginia; (ii) serve and be generally perceived as an independent and trustworthy voice for public health issues in Virginia; (iii) develop and promote effective and promising strategies through collaborative leadership for improving public health in Virginia; (iv) generate and build public support for public health in Virginia, and (v) identify, develop and employ best practices for use by the Corporation in achieving its mission and goals.

ARTICLE II

Members

1. Classes and Qualifications. The Corporation shall have such classes of membership as the Board of Directors may establish (and as may be modified by the Board of Directors) from time to time.

2. Meetings. An annual meeting of the members shall be held at such time and place as the Board of Directors may determine by resolution, for the purpose of electing Elected Officers, as provided in Section 2 of Article IV hereof, and transacting such other business as may come before the meeting. Special meetings of the members may be called by the President, the Board of Directors or by a group of members constituting at least ten percent of the members of the Corporation, for the purpose of conducting and transacting such business as to which the meeting was called.

3. Notice of Meetings. Written notice of the date, time and place of a meeting of the members shall be given by the Secretary of the Corporation to each member in good standing either by personal delivery or by mail to the address of such member as appearing in the records of the Corporation not less than ten days nor more than 60 days before the date of the meeting. In the case of a special meeting, such notice shall state the nature of the business for which the meeting is being called and only such business shall be conducted at the meeting.

4. Waiver of Notice. A member may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the notice. A member's attendance at or participation in a meeting waives any required notice of the meeting to that member unless the member, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a member who does not attend or participate in the meeting must be in writing, signed by the member and filed with the minutes or records of the Corporation.

5. Quorum. The presence at a meeting, in person or by proxy, of members in good standing constituting at least ten percent of the members of the Corporation then in good standing shall constitute a quorum for the transaction of business. If a quorum shall not be present at a meeting of the of the members of the Corporation, the members present may adjourn the meeting from time to time without notice until a quorum shall be present.

6. Voting. Except as otherwise provided in these bylaws, the members shall have the exclusive right to vote on the election of the Elected Officers, as provided in Section 2 of Article IV hereof, and the amendment of the Articles of Incorporation and these bylaws. Except as otherwise provided in these bylaws, all other voting power shall be vested in the Board of Directors. A member in good standing may vote either in person or by proxy duly appointed by an instrument in writing signed by such member (or by the member's duly authorized attorney-in-fact) and delivered to the secretary of the meeting before the vote is taken. If a quorum is present at a meeting of the members, the affirmative vote of a majority of the members in good standing present in person or represented by proxy and entitled to vote shall constitute the vote of, and shall be the act of, the members.

7. Annual Dues. Annual dues for each class and category of membership shall be determined by the Board of Directors. For purposes of these bylaws, a member shall be considered "in good standing" if such member has paid all annual dues applicable to its membership category due and payable for the then current fiscal year.

8. Privileges of Membership. A member in good standing shall enjoy all membership privileges of the Corporation corresponding to the class of membership to which such member belongs, which shall consist of such membership privileges as may be established

by the Board of Directors from time to time, except that any member of a class of membership designated by the Board of Directors as “student members” shall not be eligible to serve as a member of the Board of Directors or as an officer or Regional Director of the Corporation.

9. Termination of Membership. The Board of Directors may terminate the membership of any member (i) that is not in good standing and fails to pay all annual dues applicable to its membership category due and payable for the then current fiscal year within 30 days following notification of nonpayment by the Corporation, or (ii) as to which the Board of Directors determines has acted in a manner reflecting discredit upon to Corporation. The membership of any member terminated pursuant to clause (i) above, may be reinstated, provided such person or organization complies with the applicable eligibility requirements then in effect.

### ARTICLE III

#### Directors

1. General Powers. All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

2. Number and Qualifications of Directors. The Board of Directors shall consist of a minimum of seven (7) individuals and a maximum of twenty (20) individuals, and each such individual must be a member in good standing as described in and subject to Article II hereof.

3. Terms of Directors. The Board of Directors shall be divided into two groups as nearly equal as possible in number. Those Directors whose terms expire in the same year shall constitute a group. The terms of the groups shall be staggered such that neither

group's term expires on the same year as the other group. Directors shall serve two-year terms with Directors in each group elected every other year. Directors whose terms expire may stand for re-election provided that no Director may serve more than three consecutive two-year terms. When and if the number of Directors is changed, any increase or decrease in the number of Directors shall be apportioned between the groups to make them as nearly equal as possible in number. Notwithstanding the three term limitation described above, unless the Board of Directors determines otherwise, the immediate past President of the Corporation shall serve as a Director for as long as such individual is immediate past President, and such three term limitation shall not apply to a Director during any time that such individual serves as President or President-Elect of the Corporation.

4. Election of Directors. Subject to Section 3 of this Article III and Section 9 of Article IV, and other than the Elected Officers elected by the members pursuant to Section 6 of Article II, Directors shall be elected by the Board of Directors annually at its meeting next following the annual meeting of the members, and may be elected at any other regular or special meeting of the Board of Directors. Vacancies on the Board of Directors occurring between annual meetings due to resignation, removal, death or otherwise may be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

5. Ex Officio Directors. Each of the Executive Director of the Corporation and a representative of the Virginia Department of Health, appointed by the Virginia Commissioner of Health, shall serve *ex officio* as a member of the Board of Directors. Such *ex officio* Directors shall have no vote on matters brought before the Board of Directors, but they may attend meetings and participate in discussions. Such *ex officio* Directors shall be subject to

the resignation and removal provisions of these bylaws, but they shall not be considered Directors for other purposes of these bylaws including, but not limited to, determining the size of the Board of Directors, determining the presence of a quorum or the number of votes necessary to take a particular action or the limitation of Directors' terms.

6. Removal of Directors. A Director may be removed with or without cause by the Board of Directors when it determines, in its absolute discretion, that the removal of such Director will serve the best interests of the Corporation.

7. Meetings. An annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors may determine by resolution, for the purpose of electing Directors and transacting such other business as may come before the meeting. Regular meetings of the Board of Directors shall be held quarterly or at such other frequency and at such time and place as the Board of Directors may determine by resolution. Special meetings of the Board may be called by the President or any group of Directors constituting at least 30 percent of the Directors then serving.

8. Notice of Meetings. No notice of the annual meeting or any regular meeting of the Board of Directors shall be required. Notice of each special meeting shall be mailed to each Director's residence or usual place of business at least three days before the date of the meeting or given by telephone, telecopy or electronic mail at least two days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or any waiver of notice of the meeting.

9. Waiver of Notice. A Director may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of

the notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Director who does not attend or participate in the meeting must be in writing, signed by the Director and filed with the minutes or corporate records.

10. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice until a quorum shall be present.

11. Participation in Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Directors may not vote by proxy.

12. Actions Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by all of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

13. Compensation. Directors shall not be entitled to compensation by the Corporation for serving as a Director other than reimbursement for reasonable expenses incurred in connection with attending or participating in meetings or otherwise incurred on behalf of the Corporation.

14. Conflicts of Interest. In the event a Director has a direct or indirect personal or business interest in a transaction involving the Corporation, such interest shall be disclosed to the Board of Directors. In such event, the interested Director will provide the Board of Directors with information reasonably necessary to inform the other Directors of the nature of such interest and the interested Director will not participate in any vote taken by the Board of Directors relating to such matter. Failure to comply with this Section 14 may result in the immediate removal of the interested Director from the Board of Directors in accordance with Section 6 of this Article III.

#### ARTICLE IV

##### Officers and Agents

1. General. The officers of the Corporation shall consist of a President, a President-Elect, a Secretary and a Treasurer (collectively, the “Elected Officers”), and if deemed advisable by the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. All Elected Officers elected by the members in accordance with these bylaws shall serve until the second annual meeting of the members next following their election and until their successors are elected. All other officers shall serve until their successors are elected or they are removed in accordance with these bylaws, as the case may be. Any person may hold two or more offices simultaneously other than the offices of President and Secretary.

2. Election of Officers. Elected Officers shall be elected by the members at the annual meeting of the members at which vacancies are scheduled to occur as described in Section 1 of this Article IV, and may be elected at any other special meeting of the members. Vacancies scheduled to occur at an annual meeting of the members at which a quorum is not present, and vacancies occurring between annual meetings of the members due to resignation, removal, death or otherwise, may be filled by the Board of Directors at any regular or special meeting of the Board of Directors. Each Elected Officer elected pursuant to this Section 2 shall be deemed to be, and shall be, elected as a Director of the Corporation as well. All officers of the Corporation other than the Elected Officers shall be elected by the Board of Directors.

3. President. The President shall be the chief executive officer of the Corporation, shall preside at meetings of the members and the Board of Directors and shall be primarily responsible for implementing the policies and procedures established by the Board of Directors. The President shall supervise the other officers, agents and employees of the Corporation, perform such other duties as may be prescribed from time to time by the Board of Directors, and shall have all other powers and duties that pertain to the position of chief executive officer or as may be prescribed by the Board of Directors from time to time.

4. President-Elect. The President-Elect shall serve as the Affiliate Representative of the Corporation to the Governing Council of the American Public Health Association. The President-Elect shall assume the duties of the President during any absence of the President, and shall have all other powers and duties as may be prescribed by the Board of Directors from time to time. Subject to any action of the members or the Board of Directors

otherwise, the President-Elect shall automatically succeed the office of President at the expiration of the President's term or in the case of other vacancy of the office of President.

5. Secretary. The Secretary shall certify the actions of the Board of Directors when necessary, keep the minutes of the members and the Board of Directors, maintain the records of the Corporation, give notice of any meetings of the Board of Directors, and shall have all other powers and duties that pertain to the position of corporate secretary or as may be prescribed by the Board of Directors from time to time.

6. Treasurer. The Treasurer shall have custody of all operating funds of the Corporation and shall see that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Board of Directors, and shall have all other powers and duties that pertain to the position of corporate treasurer or as may be prescribed by the Board of Directors from time to time.

7. Vice Presidents and Assistant Officers. Vice Presidents and other assistant officers shall have such powers and duties as the Board of Directors may prescribe from time to time. Assistant officers may, in the absence of the officers they assist, exercise the authority of those officers.

8. Executive Director. The Board of Directors may employ an Executive Director of the Corporation. The Executive Director shall be the chief operating officer of the Corporation, and shall be primarily responsible for the Corporation's consistent achievement of the mission, goals, purpose and financial objectives of the Corporation. The Executive Director shall attend all meetings of the Board of Directors and its committees, shall supervise all staff, employees and agents of the Corporation, financial accounting and reporting and the overall

operations of the Corporation, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

9. Regional Directors. The Board of Directors may from time to time appoint one or more individuals to serve as Regional Directors. Each Regional Director shall represent the Corporation within his or her geographic region (as designated by the Board of Directors), including promoting the Corporation and its mission, purpose and initiatives, promoting membership in the Corporation and coordinating regional and local activities of the Corporation. Each Regional Director appointed pursuant to this Section 9 shall be deemed to be, and shall be, elected as a Director of the Corporation as well.

10. Agents. Such agents as the Board of Directors may deem necessary may be elected, appointed or chosen in the manner prescribed by the Board the Board of Directors. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board of Directors establishing the need for that agent.

11. Removal of Officers and Agents. Any officer or agent (including without limitation an Elected Officer) may be removed with or without cause whenever the Board of Directors in its absolute discretion shall consider that the removal of such officer or agent will serve the best interests of the Corporation. Any agent appointed otherwise than by the Board of Directors may be removed with or without cause at any time by any officer having authority to appoint the agent whenever that officer in the exercise of absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

## ARTICLE V

### Committees

1. Executive Committee. There shall be a standing Executive Committee, consisting of the President, the President-Elect, the Secretary, the Treasurer and the immediate past President of the Corporation, and, as an *ex officio* member, the Executive Director of the Corporation. Subject to the terms of these bylaws, applicable law and limitations established by the Board of Directors, the Executive Committee may exercise the authority of the Board of Directors between meetings of the Board of Directors. In addition, the Executive Committee shall review the performance of the Executive Director of the Corporation and report same to the Board of Directors. The President shall serve as chairman of the Executive Committee, and, otherwise, the Executive Committee may establish its own rules for holding and conducting meetings not inconsistent with law, the Articles of Incorporation, these bylaws or limitations established by the Board of Directors.

2. Governance Committee. There shall be a standing Governance Committee, consisting of at least three Directors designated by the Board of Directors, and, as an *ex officio* member, the Executive Director of the Corporation. The Governance Committee shall be charged with (i) developing and recommending to the members names of potential Elected Officers, (ii) developing and recommending to the Board of Directors names of potential Directors and Board of Directors committee members, (iii) Director training and leadership development, (iv) planning and facilitating Board of Directors self-evaluation and (v) periodic review of the bylaws of the Corporation.

3. Finance Committee. There shall be a standing Finance Committee, consisting of at least three Directors designated by the Board of Directors (including the Treasurer), and, as an *ex officio* member, the Executive Director of the Corporation. The Finance Committee shall be charged with overseeing the budgeting process and the financial accounting and reporting procedures of the Corporation and the Treasurer's preparation and delivery of financial reports to the Board of Directors on a quarterly basis or such other periodic basis as may be designated by the Board of Directors.

4. Other Committees of the Board. The Board of Directors may create such other committees as it may deem appropriate, appoint to membership any Directors, and fix and prescribe their rights, duties, power, authority and terms of office.

5. Operating Procedures. Unless otherwise provided in these bylaws or designated by the Board of Directors, the President will designate and appoint one of the members of each committee to act as chairman. The provisions of these bylaws that govern meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to all committees of the Board of Directors and the members thereof. Each committee may establish its own additional rules of procedure not inconsistent with these bylaws.

6. Limitations on Authority. No committee may (i) fill vacancies on the Board of Directors or on any of its committees or of Elected Officers, (ii) amend the Articles of Incorporation, (iii) amend, adopt, or repeal bylaws, (iv) approve a plan of merger or consolidation, (v) approve the sale, lease or exchange, or the mortgage, pledge or other

disposition, of all or substantially all of the property and assets of the Corporation, or (vi) approve the dissolution of the Corporation or revoke a voluntary dissolution.

7. Advisory Committees. The Board of Directors may appoint one or more Advisory Committees consisting of individuals familiar with the needs of the communities served by the Corporation, whether or not they be members of the Board of Directors. An Advisory Committee will assist the Board of Directors, as the Board may request, in identifying issues to which the Corporation can productively devote its resources and identifying the projects or grant recipients best situated to address those issues.

## ARTICLE VI

### Miscellaneous Provisions

1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.
2. Expenditures. The Corporation's funds shall be expended only in accordance with an annual budget and procedures approved by, or as otherwise authorized by, the Board of Directors.
3. Bonding. Any officer or employee of the Corporation whose duties include the handling or withdrawal of the Corporation's funds may be subject to coverage by fidelity bond to the extent, and in such amount and under such terms as may be, determined by the Board of Directors.
4. Books and Records. The books and records of the Corporation are subject to inspection for proper purposes by the members of the Corporation to the extent provided by applicable law.

5. Parliamentary Process. Robert's Rules of Order, latest edition, shall be the parliamentary authority governing the proceedings of the Corporation.

6. Voting of Stock Held. Unless otherwise provided by vote of the Board of Directors, the President or the Secretary from time to time may appoint one or more attorneys or agents of the Corporation to cast the votes that the Corporation may be entitled to cast as a stockholder or otherwise in any other corporation, any of whose stock or securities may be held by this Corporation, at meetings of the holders of the stock or other securities of the other corporation, or to consent in writing to any action by the other corporation. The appointing officer shall instruct the person or persons so appointed as to the manner of casting votes or giving consent, and may execute or cause to be executed on behalf of this Corporation such written proxies, consents, waivers or other instruments as the officer may deem necessary or proper. In lieu of an appointment, the President or the Secretary personally may attend any meeting of the holders of stock or other securities of the other corporation and there vote or exercise any and all powers of this Corporation as the holder of stock or other securities of that other corporation.

7. Amendment of Bylaws. Subject to Sections 13.1-892 and 893 of the Code of Virginia, as amended, and Section 6 of Article II hereof, these bylaws may be amended, altered or repealed by vote of the members, provided that written notice shall have been given as to the applicable meeting stating that an amendment to these bylaws will be considered at such meeting together with a copy of the proposed amendments or a summary thereof.

8. Directors' Agreement. These bylaws constitute an agreement among the directors of a corporation pursuant to Section 13.1-852.1 of the Code of Virginia, as amended.