

Articles & Bylaws



American School Health Association

August 2010

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**Amended and Restated
Articles of Incorporation
of
American School Health Association**

The undersigned, for purposes of forming a nonprofit corporation in accordance with Chapter 1702 of the Ohio Revised Code, does hereby state the following:

1. **NAME** The name of the Corporation shall be American School Health Association.
2. **PRINCIPAL OFFICE** The place in Ohio where the principal office of the Corporation is to be located shall be the City of Kent (Portage County).
3. **PURPOSE** The purpose for which the Corporation is formed shall be: To operate exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law, collectively referred to as the "Code"). To protect and promote the health of children and youth by supporting coordinated school health programs as a foundation for school success. To promote interdisciplinary collaboration among all who work to protect and improve the health, safety, well-being and school success of children, youth, families and communities. To provide professional development opportunities for all those associated with school health programs. To provide advocacy for building and strengthening effective school health programs. To advance a research agenda that promotes quality school health programs. To engage in any lawful act, activity or business not contrary to and for which a nonprofit corporation may be formed under the laws of the State of Ohio.
4. **RESTRICTIONS** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Corporation and to make distributions to its members as authorized by Chapter 1702 of the Ohio Revised Code, including any distribution upon dissolution of the Corporation. Notwithstanding anything to the contrary in these Articles of Incorporation: No substantial part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income tax under section 501(c)(3) of the Code or to which charitable contributions may be deducted pursuant to sections 170, 2055 or 2522 of the Code.
5. **MEMBERS** The members of the Corporation shall be those persons or organizations described in the Bylaws. The members of the Corporation may be a corporation, whether profit or nonprofit, provided such members otherwise qualify as a member.
6. **BOARD OF DIRECTORS** The Corporation shall be controlled and managed under the direction of a Board of Directors ("Board").

7. **CERTAIN TRANSACTIONS** No person shall be disqualified from being a director of the Corporation because he or she is or may be a party to, and no director of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party. No contract, action or other transaction shall be void or voidable for reason that any director or officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the Corporation authorizes or participates in authorization of such contract, action or transaction, provided that: The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the Board or applicable committee of directors at the time the contract, action or transaction is authorized and the directors or the members of the committee, in good faith reasonably justified by the facts, authorize the contract, action or transaction by at least a majority vote of the disinterested directors or disinterested members of the committee, even though such disinterested directors or members are less than a quorum; or The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the member at the time the contract, action or transaction is authorized and the member authorizes the contract, action or transaction; or The contract, action or transaction (i) is not less favorable to the Corporation than an arm's length contract, action or transaction in which no director or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the Board or any committee thereof which authorizes the contract, action or transaction.
8. **DISSOLUTION** Upon the dissolution of the Corporation, any assets remaining shall be conveyed to one or more organizations as shall be selected by the affirmative vote of a majority of the Board; provided, however, that any such organization shall be exempt from federal income taxation under section 501(c)(3) of the Code.
9. **AMENDMENT** Any provision of these Articles of Incorporation may be amended by the affirmative vote of two-thirds of the members of the Corporation at any meeting at which a quorum is present; provided that such amendment shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.
10. **SUPERSEDE** These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation as amended.

American School Health Association Bylaws

Preamble

These Bylaws establish the aims, structure, and organization of American School Health Association (hereinafter referred to as the Association) and rules for governing the Association.

Article I - Name

Section 1 - Association Name.

The name of this organization shall be American School Health Association

Article II - Purpose of the Association

Section 1 - Mission.

The mission of the American School Health Association is to build the capacity of its members to plan, develop, coordinate, implement, evaluate, and advocate for effective school health strategies that contribute to optimal health and academic outcomes for all children and youth.

Section 2 - Goals.

To provide leadership and realize this mission, ASHA has identified the following goals for the Association:

- A. Promote interdisciplinary collaboration among those who work to improve health and academic outcomes for all children and youth.
- B. Offer professional development opportunities that build members' leadership skills and capacity to, plan, develop, coordinate, implement, evaluate, and advocate for effective school health strategies.
- C. Build capacity to advocate effectively for coordinated school health and related school and community support systems.
- D. Provide opportunities to support, exchange, and disseminate research that contributes to the implementation of evidence-based school health strategies.
- E. Acquire, utilize, and maintain human, fiscal, and material resources that support the mission of the American School Health Association.

Article III - Membership

Section 1 - Membership Categories. Membership in the Association shall be designated as follows: Student, Basic, Professional, Contributing, Life, Emeritus, and Organizational. To maintain membership, an individual or organization must be current in the payment of dues.

- A. STUDENT MEMBERSHIP shall be open to students enrolled at an institution of higher education in a discipline related to school health. Student Members are entitled to all benefits of membership, including a subscription to the *Journal of School Health*.
- B. BASIC MEMBERSHIP shall be open to persons engaged in one or more of the various aspects of the school health program, and to others interested in the aims of the Association. Basic Members are entitled to all benefits of membership, except a paper subscription to the *Journal of School Health*.
- C. PROFESSIONAL MEMBERSHIP shall be open to persons engaged in one or more of the various aspects of the school health program, and to others interested in the aims of the Association. Professional Members are entitled to all benefits of

- membership, including a subscription to the *Journal of School Health*.
- D. CONTRIBUTING MEMBERSHIP shall be open to professional members wishing to add a donation to the association as part of their annual dues. Contributing Members are entitled to all benefits of membership, including one non-subscription publication of their choice annually.
 - E. LIFE MEMBERSHIP shall be open to association members who achieve permanent Association membership status by payment of the Life Membership fee. Life Members are entitled to the same benefits as Professional Members.
 - F. EMERITUS MEMBERSHIP shall be open to Association members who retire from employment in the field of school health and have been a member for at least fifteen (15) years. Emeritus Members are entitled to all benefits of membership, including a subscription to the *Journal of School Health*.
 - G. ORGANIZATIONAL MEMBERSHIP shall be open to governmental, voluntary, and not-for-profit organizations that are supportive of and in alignment with the advancement of school health programs and the mission of the Association. Initial applications for organizational membership will be screened by the Board of Directors for approval/rejection. Another application would be required of organizations that have a major revision to the organization's mission or code of operations. The membership resides with the organization that designates individuals who receive full ASHA benefits equivalent to current "professional" ASHA members including voting privileges. Organizational members may reassign individuals at any time, and benefits do not follow the individual. Organizational members may add additional designated individuals at the rate of a professional membership.

Section 2 - Dues. Dues for all membership categories in the Association are set by the Board of Directors.

Section 3 - Association Meetings.

- A. The Association shall hold an annual conference and meeting of the Members in October, or at such other time as the Board of Directors determines.
- B. The Board of Directors shall approve the conference city.
- C. Special meetings and regional conferences of the Association may be called by the Board of Directors.

Section 4 – Election of Members of the Board of Directors.

- A. Votes of the membership to elect members of the Board of Directors shall be conducted by mail or by use of Authorized Communication Equipment as defined in Section 1702.01(Q) of the Ohio Revised Code no less than 30 days prior to the annual conference.
- B. A majority of members voting affirmatively by mail or electronically shall be necessary to elect members of the Board of Directors or amend the Articles and By-Laws
- C. To qualify as a voting member, membership must be established and dues paid as of the date the ballots are distributed to members.
- D. Voting members include: Emeritus, professional, contributing, basic, student, and organizational members.
- E. Notices of election and access to the ballot shall be sent electronically or by postal mail to all members at least 30 days prior to the close of the election.

F. The Executive Director or his/her designee shall administer the election.

Article IV - Structure

Section 1 - Sections. A section is comprised of Association members who identify with a particular discipline related to school health.

- A. Each current Association member is entitled to membership in one of the Association's various sections. Members may join additional sections for a fee per section as determined by the Board of Directors.
- B. Each Section shall:
 - 1. Maintain a minimum of thirty (30) members.
 - 2. Have one voting seat on the House of Delegates. The section representative to the House of Delegates must be a member of the respective section.
 - 3. Follow an Operating Code approved by the Board of Directors which includes the procedure by which the section selects its voting representative to the House of Delegates.
 - 4. Conduct a meeting in conjunction with the annual meeting and conference.
 - 5. Submit a written Annual Report to the Board of Directors.

Section 2 - Councils. A council is comprised of Association members interested in a specific school health issue.

- A. Each current Association member is entitled to membership in two (2) Councils. Members may join additional councils for a fee per council set by the Board of Directors.
- B. Each Association Council shall:
 - 1. Maintain a minimum of twenty (20) members.
 - 2. Have one voting seat on the House of Delegates. The Council representative must be a member of the respective council.
 - 3. Follow an Operating Code approved by the Board of Directors which includes the procedure by which the Council selects its voting representative to the House of Delegates.
 - 4. Conduct a meeting in conjunction with the annual meeting and conference.
 - 5. Submit a written Annual Report to the Board of Directors.

Section 3 – Affinity Groups. Affinity groups can be formed within the organizational member category.

- A. Each Organizational Member is entitled to membership in one of the Association's various Affinity Groups. Organizational Members may join additional Affinity Groups for a fee per Affinity Group as determined by the Board of Directors.
- B. Each Affinity Group Shall:
 - 1. Have one voting seat on the House of Delegates.
 - 2. Follow an Operating Code approved by the Board of Directors which includes the procedure by which the affinity group selects its voting representative to the House of Delegates.
 - 3. Conduct a meeting in conjunction with the annual meeting and conference.
 - 4. Submit a written Annual Report to the Board of Director.

Section 4 - Creation, Inactive Status and Dissolution of Councils, Sections and Affinity Groups.

- A. A Member or group of Members may submit a proposal to create a new section,

- council, or affinity group to the Board of Directors. A proposal to create a new section, council, or affinity group must be accompanied by the proposed Operating Code under which the new section, council, or affinity group will operate. The new section, council, or affinity group shall become active upon approval by the Board of Directors.
- B. The Board of Directors may vote to place any Section, Council, or Affinity Group in inactive status if:
 - 1. A section does not maintain at least thirty (30) active members, a council at least twenty (20) active members, or an affinity group at least five (5) active members, or
 - 2. An annual report is not submitted for two (2) consecutive years.
 - C. A section, council, or affinity group may petition the Board of Directors for placement on Inactive Status by submitting a formal written request specifying the reasons to become inactive.
 - D. To reinstate a section, council, or affinity group on Inactive Status, a member of that group must petition the Board of Directors for reinstatement and indicate the name of the person who will assume leadership responsibility within it.
 - E. If a section, council, or affinity group remains on Inactive Status for five (5) consecutive years, the Board of Directors may vote to disband it.

Article V - Board of Directors

Section 1 - Function.

- A. The Board of Directors of the Association shall be the ultimate policy-making and fiscal authority of the Association.
- B. The Board of Directors shall employ, dismiss, and set the annual salary and fringe benefits of the Executive Director. If the Executive Directorship is vacant, an Acting Executive Director may be appointed by the President with the approval of the Board of Directors.
- C. The Board of Directors shall approve the hiring and dismissal of the Editor of the *Journal of School Health* in compliance with the Editorial Board Operating Code.

Section 2 - Membership. The Members of the Association elect the voting members of the Association's Board of Directors, with the exception of the Independent At-Large Directors as described in Section five of this article. The Board of Directors shall consist of the following Members:

- A. Voting members of the Board of Directors
 - 1. President
 - 2. President-Elect
 - 3. Chair of Advocacy
 - 4. Chair of Councils
 - 5. Chair of Editorial Board
 - 6. Chair of Finance Committee, who shall also serve as the Treasurer of the Association
 - 7. Chair of Interdisciplinary Collaboration
 - 8. Chair of Professional Development
 - 9. Chair of Sections
 - 10. Chair of Organizational Members
 - 11. Chair of Research

12. Up to four Independent At-Large Directors, as specified in Section Five of this Article.
- B. Non-Voting members of the Board of Directors
 1. Immediate Past President
 2. Executive Director serves as a non-voting, ex-officio member of the Board of Directors, and also serves as the Secretary of the Association.
- C. No Association member may occupy more than one voting seat on the Board of Directors at any one time.

Section 3 - Election of members of the Board of Directors.

- A. Candidates for members of the Board of Directors shall be nominated by the Nominating Committee.
 1. Any member of the Association may recommend candidates for office.
 2. An annual slate of nominees shall be prepared by the Nominating Committee in compliance with the Nominating Committee's Operating Code and with at least two (2) candidates for each office..
- B. All members are elected for a two-year term with the following exceptions:
 1. Presidential sequence: The President-Elect serves a two-year term, succeeds to the Office of President for another two-year term, and, culminates with the Office of Immediate Past President for a two-year term.
 2. Chairs of the Finance Committee and Editorial Board which are elected for three-year terms.
- C. Those candidates receiving the most votes shall be elected to hold the office for which they were nominated. A tie vote shall be resolved by a majority vote of a quorum of the Board of Directors.

Section 4 – Eligibility for Membership on the Board of Directors.

- A. With the exception of Independent At-large Directors as described in Section five of the Article, only members in good standing may be nominated or elected to a position on the Board of Directors.
- B. The nominees for Chair of Organizational Members must be organizational members of the Association. The organization elected to serve shall appoint a single delegate to represent their organization on the Board of Directors. The elected organization may replace their named representative in the event their appointed representative is no longer affiliated with the organization.
- C. The only Board of Directors position that an Organization Member may hold is the Chair of Organizational Members.

Section 5 – Independent At-Large Directors. The Board of Directors, at their sole discretion, may appoint up to four (4) Independent At-Large Directors to serve as voting members of the Board of Directors. When implemented, these Directors:

- A. Are NOT members of the Association at the time of their appointment to the position.
- B. Are appointed for a term of two years. Appointment of any Independent At-Large Director may be renewed up to one time (eligible to serve four years total).
- C. Freely accept the duties of Board Members as outlined in Article VII Section 1 of these Bylaws.
- D. Fulfill duties as assigned by the Board of Directors.

Section 6 - Vacancies on the Board of Directors. In the event of illness, absence, or any other reason causing inability of an elected member to serve, the Executive Committee may act to fill the office until the next election.

Section 7 - Meetings.

- A. Regular Meetings. The Board of Directors shall convene in regular meetings during the annual meeting and Conference of the Association.
- B. Extraordinary Meetings. The President may call for an Extraordinary Meeting at any time. Any voting member of the Board of Directors may call for an Extraordinary Meeting by submitting a written petition containing signatures of at least one-third of all voting members of the Board to the President and to the Executive Director at least thirty (30) days prior to the proposed date of the Extraordinary Meeting. Such petitions shall specify the nature of the business of the Extraordinary Meeting.
- C. Notwithstanding anything to the contrary, any meeting of the Board of Directors may be held through any telephonic communication pursuant to which each Director is able to hear each other Director participating, or in any other manner permitted under the laws of the State of Ohio, and such participation shall constitute attendance at such meeting.

Section 8 - Notice of Meetings.

- A. Written notice of the time and place of each meeting of the Board of Directors shall be given each Director either by personal delivery or by mail, e-mail or fax at least two (2) days before each meeting.
- B. The President may waive notice of the time and place of any meeting of the Board of Directors, either before or after holding of the meeting.

Section 9 - Quorum. A quorum of the Board shall be a simple majority of the filled voting member positions of the Board of Directors.

Section 10 - Voting. A vote of the Board of Directors shall be legal and valid when a majority vote of the Board of the Directors present at the meeting in person or through Authorized Communication Equipment is obtained, unless a greater number is required by these Bylaws.

Section 11 - Action Without a Meeting.

- A. Any action which may be authorized or taken at a meeting of the Board of Directors may be taken without a meeting with the written approval of all of the Directors.
- B. Any such written approval shall be filed with or entered upon the records of the Association.

Section 12 - Removal of a Member of the Board of Directors.

- A. Any member of the Board of Directors may be removed, with cause, at any time by the affirmative vote of a majority of the Board of Directors at a regularly scheduled meeting or an extraordinary meeting of the Board of Directors called for that purpose.
- B. Any vacancy in the number of Directors by reason of this section may be filled in the manner prescribed in Article V, Section 6.

Section 13 - Official Minutes. Minutes of all meetings of the Board of Directors shall be kept by the Secretary or by his/her designee and such minutes shall be sent to the members of the Board

of Directors within thirty (30) days of the meeting. New or revised policies of the Association shall be published in the *Journal of School Health* or in *The PULSE*.

Article VI - Executive Committee

Section 1 - Function. The Executive Committee shall act to conduct the business of the Association between meetings of the Board, as authorized by the Board.

Section 2 - Membership. The Executive Committee shall consist of the following Board of Directors members:

- A. President
- B. President-Elect
- C. Chair of Finance Committee/Treasurer
- D. A Board of Directors representative elected by the Board from among the remaining members of the Board of Directors to a two-year term.
- E. Executive Director/Secretary who serves as a non-voting, ex-officio member.

Section 3 - Official Minutes. Minutes of all meetings of the Executive Committee shall be kept by the Secretary or by his/her designee and such minutes shall be sent to the members of the Executive Committee within thirty (30) days of the meeting.

Article VII - Duties of the Members of the Board of Directors

Section 1 – General Duties of the Members of the Board of Directors. In addition to the duties of office outlined in Section 2 of this Article, each member of the Board of Directors shall:

- A. Freely accept the legal, fiduciary responsibilities of obedience, loyalty, and care.
- B. Regularly attend meetings of the Board of Directors.
- C. Come to meetings of the Board prepared by having reviewed all reports, documents and other correspondence provided prior to meetings.
- D. Submit reports as requested by the Association President and Board of Directors.

Section 2 - Duties of the Voting Members of the Board of Directors.

- A. President. The President shall:
 1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new president-elect is elected by the general membership.
 2. Serve as the presiding officer and voting member of the Board of Directors and its Executive Committee.
 3. Serve as a voting member in the event of a tie vote.
 4. Appoint all members and chairs of standing committees not elected in general elections, all other committees, task forces, liaison representatives, and the parliamentarian.
 5. Serve as a non-voting ex-officio member of the Conference Program Planning Committee in compliance with its Operating Code.
 6. Serve as a non-voting ex-officio member of the Awards Committee in compliance with its Operating Code.
 7. Serve as a non-voting ex-officio member of the Finance Committee in compliance with its Operating Code.
 8. Serve as a voting member of the House of Delegates.

B. President-Elect. The President-Elect shall:

1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new president-elect is elected by the general membership.
2. Serve as a voting member of the Executive Committee.
3. Serve as a voting member of the Board of Directors.
4. Serve as Chairperson of the House of Delegates.
5. Serve as Chairperson of the Conference Program Planning Committee in compliance with its Operating Code.
6. Serve as a non-voting ex-officio member of the Finance Committee in compliance with its Operating Code.
7. Upon request of the President, represent the Association.
8. Act for the President in his/her absence.
9. Collaborate with the Executive Director in anticipation of Association activities for his/her Presidential term.
10. In the event of vacancy in the office of the President, the President-Elect shall succeed to the Presidency completing the unexpired term and his/her elected term.
11. Perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.
12. Serve as the presiding officer of the Future Leaders Academy.

C. Chair of Advocacy. The Chairperson of Advocacy shall:

1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new Chairperson of Advocacy is elected by the general membership.
2. Serve as a voting member of the Board of Directors.
3. Serve as Chair of the Advocacy Committee as specified in its Operating Code.
4. Represent the Association in advocacy activities.
5. Call for and receive resolutions for the House of Delegates.
6. Consult with the Executive Director and the President to propose legislative priorities for the Association to be adopted annually by the Board of Directors.
7. Serve as a voting member of the House of Delegates.
8. Perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.

D. Chair of Councils. The Chair of Councils shall:

1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new Chairperson of Councils is elected by the general membership.
2. Serve as a voting member of the Board of Directors.
3. Maintain regular contact with the chairpersons of each council and represent all councils on the Board of Directors.
4. Convene a meeting of council chairpersons at the Association annual meeting and conference.
5. Perform such other duties as may be assigned by the Board of Directors, the

Executive Committee, or the President.

- E. Chair of the Editorial Board. The Chair of the Editorial Board shall:
1. Serve a three-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference three years hence or until a new Chairperson of the Editorial Board is elected by the general membership.
 2. Serve as the chairperson of the Editorial Board in compliance with its Operating Code.
 3. Serve as a voting member of the Board of Directors.
 4. Provide guidance for the development of Association publications.
 5. Formulate and recommend editorial policies for approval by the Editorial Board and adoption by the Board of Directors.
 6. Perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.
- F. Chair of the Finance Committee. The Chair of the Finance Committee shall:
1. Serve a three-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference three years hence or until a new Chairperson of the Finance Committee is elected by the general membership.
 2. Serve as the Treasurer of the Association.
 3. Serve as the chairperson of the Finance Committee in compliance with its Operating Code.
 4. Serve as a voting member of the Executive Committee.
 5. Serve as a voting member of the Board of Directors.
 6. With the assistance of the National Headquarters staff, prepare an annual budget, for approval by the Finance Committee.
 7. Present the annual budget to the Board of Directors for final adoption.
 8. Serve as financial advisor to the Association.
 9. Perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.
- G. Chair of Interdisciplinary Collaboration. The Chair of Interdisciplinary Collaboration shall:
1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new Chairperson of Interdisciplinary Collaboration is elected by the general membership.
 2. Serve as a voting member of the Board of Directors.
 3. Serve as liaison to affiliated organizations, i.e. those organizations that regularly meet at the annual conference and work on reaching common goals (e.g., NASSNC, Eta Sigma Gamma, etc.)
 4. Maintain quarterly contact with official Association liaisons to other organizations and represent them on the Board of Directors.
 5. Perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.
- H. Chair of Professional Development. The Chair of Professional Development shall:
1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new Chairperson of Professional Development is

- elected by the general membership.
 - 2. Serve as a voting member of the Board of Directors.
 - 3. Serve as Chairperson of the Professional Development Committee as specified in its Operating Code.
 - 4. Serve as a voting member of the Conference Program Planning Committee.
 - 5. Consult with Association staff to establish professional development priorities and continuing education opportunities.
 - 6. Perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.
 - I. Chair of Sections. The Chair of Sections shall:
 - 1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new Chairperson of Sections is elected by the general membership.
 - 2. Serve as a voting member of the Board of Directors.
 - 3. Maintain quarterly contact with the chairpersons of each section and represent all sections on the Board of Directors.
 - 4. Convene a meeting of section chairpersons at the annual meeting and conference.
 - 5. Perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.
 - J. Chair of Organizational Members. The Chair Organizational Members shall:
 - 1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new Chairperson of Organizational Members is elected by the general membership.
 - 2. Serve as a voting member of the Board of Directors.
 - 3. Be an organizational member of the Association.
 - 4. Support implementation of Association resolutions within their constituency.
 - 5. Maintain regular contact with organizational members and represent their interests on the Board of Directors.
 - 6. Convene a meeting of Organizational Member's representatives at the Association annual meeting and conference.
 - 7. Perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.
 - K. Chair of Research. The Chair of Research:
 - 1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new Chair of Research is elected by the general membership.
 - 2. Serve as a voting member of the Board of Directors.
 - 3. Be a current member of the Research Council.
 - 4. Serve as liaison to the Research Council.
 - 5. Perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.

Section 3 - Duties of the Non-Voting Members of the Board of Directors.

- A. The Immediate Past President shall:

1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two years hence or until a new President-Elect is elected by the general membership.
 2. Serve as Chairperson of the Nominating Committee in compliance with its Operating Code.
 3. Serve as a voting ex-officio member of the Articles and By-laws Committee in compliance with its Operating Code.
 4. Conduct an annual leadership training session.
 5. Conduct the annual performance review of the Association Executive Director.
 6. Perform such other duties as may be assigned by the Board of Directors, Executive Committee, or the President.
- B. Association Executive Director. The Executive Director shall:
1. Serve as the Chief Executive Officer of the Association.
 2. Serve as the Secretary of the Association.
 3. Direct the headquarters of the Association.
 4. Employ and evaluate such personnel as are needed to conduct the business of the Association.
 5. Recommend personnel actions concerning the Editor of the *Journal of School Health* for final approval of the Board of Directors.
 6. Assist the Finance Committee in preparing an annual budget.
 7. Fulfill the duties as reflected in the Executive Director's job description.
 8. Execute contracts on behalf of the Association.
 9. Serve as a non-voting, ex-officio member of the Finance Committee, Nominating Committee, Executive Committee, Board of Directors, and the House of Delegates.
 10. Serve as a voting, ex-officio member of the Awards Committee and Conference Program Planning Committee.
 11. Serve as the administrator of Association elections.

Article VIII - House of Delegates of the Association

Section 1 - Function. The House of Delegates shall provide a means through which members can articulate concerns and ideas and make recommendations to the Board of Directors and Executive Committee. It also shall review resolutions and make recommendations regarding their acceptance or rejection to the Board of Directors.

Section 2 - Membership. Only current members of the Association are eligible to serve on the House of Delegates. This body shall consist of the following members:

- A. Members of the House of Delegates
1. ASHA President-Elect (Chair of the House of Delegates)
 2. ASHA President
 3. ASHA Chair of Advocacy
 4. Each Section of the Association shall have one voting representative on the House of Delegates.
 5. Each Council of the Association shall have one voting representative on the House of Delegates.

6. Each Organizational Member Affinity Group shall have one voting representative on the House of Delegates.
- B. Limitation of Voting Rights. No Association member may occupy more than one seat on the House of Delegates at one time.

Section 3 - Vice Chair of the House

- A. Election.
1. Nominations for Vice Chair of the House shall be accepted at the annual meeting of the House of Delegates.
 2. Any voting member of the House of Delegates may nominate another voting member to the position of Vice Chair.
 3. The person receiving the most votes shall be named Vice Chair.
- B. Duties. The Vice Chair of the House shall:
1. Serve a two-year term commencing at the end of the annual meeting and conference and lasting until the end of the annual meeting and conference two-years hence, or until a new Vice Chair of the House is elected by the members of the House of Delegates.
 2. Act for the Chair of the House of Delegates (ASHA President-Elect) in his/her absence.

Section 4 - Meetings.

- A. Regular Meetings. The House of Delegates shall convene in regular meetings during the Association's annual meeting and conference.
- B. Extraordinary Meetings. The Chair of the House of Delegates (President-Elect) may call for an Extraordinary Meeting at any time. Any voting member of the House of Delegates may call for an Extraordinary Meeting by submitting a written petition containing signatures of at least one-third of all voting members of the House of Delegates to the Chair of the House of Delegates and to the Executive Director at least sixty (60) days prior to the proposed date of the Extraordinary Meeting. Such petitions shall specify the nature of the business of the meeting.

Section 5 - Quorum. At any meeting of the House of Delegates, any number of voting members present shall constitute a quorum.

Section 6 - Official Minutes. Minutes of all meetings of the House of Delegates shall be kept by the ASHA Secretary or by his/her designee and such minutes shall be sent to the members of the House of Delegates and Board of Directors within thirty (30) days of the meeting.

Article IX - Committees

Section 1 - Standing Committees.

- A. Membership on standing committees shall be for a three (3) year term, with approximately one third (1/3) of the committee member terms expiring each year. The President in consultation with the President-Elect shall appoint all members and the chairpersons of standing committees, except those standing committee members or chairs which are elected or prescribed in other sections of these by-laws.
- B. The duties and functions of the various standing committees shall be defined in their respective Operating Codes, as approved by the Board of Directors.
- C. The Standing Committees of the Association shall be:

1. Advocacy
2. Awards
3. Conference Program Planning
4. Articles and Bylaws
5. Editorial Board
6. Finance
7. Historical Committee
8. Nominating
9. Professional Development

Section 2 - Ad Hoc Committees and Task Forces.

- A. The President shall appoint ad hoc committees and task forces as deemed necessary or appropriate to conduct the business of the Association.
- B. Ad hoc committees and task forces shall be given a written charge by the President. Once the charge has been fulfilled, such committees and task forces shall be disbanded.

Article X - Fiscal Year

The fiscal year of the Association shall be the calendar year.

Article XI - Publications

Section 1 - Association Journal. The official journal of the Association shall be the *Journal of School Health* (JOSH).

Section 2 - Association Newsletter. *The PULSE* newsletter shall be published and distributed periodically to the membership as an official publication of the Association.

Section 3 - Additional Publications. The Association may publish and distribute such other materials as may be authorized by the Executive Director with the approval of the Board of Directors.

Article XII - Honors & Awards

Section 1 - Howe Award. The William A. Howe Award shall be the highest award conferred by the Association.

- A. The William A. Howe Award recipient shall be nominated by members or the Awards Committee, selected by the Awards Committee and approved by the Board of Directors.
- B. The criteria for selection of the William A. Howe Award recipient shall be listed in the Awards Committee's Operating Code.

Section 2 - Distinguished Service Award. Awards for distinguished service may be conferred by the Association.

- A. Distinguished Service Award recipient(s) shall be nominated by members or the Awards Committee, selected by the Awards Committee and approved by the Board of Directors.
- B. The criteria for selecting the Distinguished Service Award recipient(s) shall be listed in the Awards Committee's Operating Code.

Section 3 - Research Award. A research award may be conferred by the Association upon recommendation by the Research Council and approved by the Board of Directors.

Section 4 - Presidential Citation. Special presidential citations may be conferred at the discretion of the Association President.

Section 5 - Legislator of the Year Award. Awards for distinguished efforts in legislative advocacy at the state or federal levels may be conferred by the Association upon recommendation by the Advocacy Committee and approved by the Board of Directors.

Section 6 - Association Fellowship. Fellows are members who have been elected to Fellowship status in the Association as specified in the Awards Committee Operating Code and approved by the Board of Directors.

Section 7 - Other Awards. Additional awards may be conferred by the Association provided such awards are approved by the Board of Directors.

Article XIII - Amendments

Section 1 – Submitting Amendments

- A. The Board of Directors, any section, council or affinity group, or any member may submit proposed amendments to the By-Laws in writing to the Articles and Bylaws Committee for consideration.
- B. The Articles and Bylaws committee proposes clarifying language and forwards amendments proposed by other groups with the committee's comments and recommendations to the Board of Directors.
- C. Amendments accepted by the Board of Directors shall be announced in writing to the membership at least forty-five (45) days prior to the final date ballots are to be returned.
- D. Notification to members shall provide details about how members may submit comments or ask questions about the proposed amendments.

Section 2 – Voting on Amendments

- A. A two thirds (2/3) majority of those members voting affirmatively by mail or electronically shall be necessary to amend the Bylaws.
- B. To qualify as a voting member, membership must be established and dues paid as of the date the ballots are available to members.

Article XIV - Rules of Order

All official meetings of the Association shall be conducted according to the rules of parliamentary procedure adopted by the Board of Directors.

Article XV - Indemnification and Insurance

Section 1 - Indemnification

- A. To the fullest extent not prohibited by Ohio law, the Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of the Association, or is or was serving at the

- request of the Association as a director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association.
- B. Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or officer of the Association shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in these Bylaws, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable law.

Section 2 - Insurance. The Association may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, employee or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a director, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

Article XVI - Corporate Non-Profit Status

Section 1 - Non-Profit Corporation. The American School Health Association shall be a voluntary, non-profit, membership organization, incorporated under the laws of the state of Ohio of the United States of America.

Section 2 - Association Dissolution. In the event of dissolution, the Association will operate according the intent of Section 501(c)(3) of the 1954 Internal Revenue Code by permanent dedication of its assets to tax exempt purposes.

Approved October 1987

Amended July 1992, October 1993, October 1994, October 1996, November 2001, October 2002, October 2005, May 2007, November 2008, October 2009, August 2010