

# Texas Chapter of the Society for Public Health Education Organization Bylaws

Revised: July 2012

## ARTICLE I NAME

The name and title of this organization shall be the Texas Chapter of the Society for Public Health Education, hereafter called Chapter or TSOPHE.

## ARTICLE II PURPOSES & FUNCTIONS

The purposes of this Chapter shall parallel those of the Society for Public Health Education, hereafter referred to as SOPHE, to promote, encourage, and contribute to the advancement of the health of all people through education, advocacy, and by stimulating research, supporting professional preparation and advancement of the practice of health education, policy development, and elevating performance standards for the practice of health education.

The Chapter shall:

- implement objectives, special programs, and other activities of SOPHE,
- assume leadership in local provision of in-service training,
- present a professional point of view in matters of local, regional, statewide, and/or national concern,
- interpret the professional organization to prospective Members, other professional groups, public and private agencies, and
- Recommend policies and programs, reflected by opinions and interest of the Chapter members.

## ARTICLE III MEMBERSHIP AND DUES

### Section 1 Membership

Membership of the Chapter shall be consistent with SOPHE. To be an active Chapter of SOPHE, the Chapter must have at least ten (10) Fellows, two of which must be the Chapter President and Chapter Delegate, to receive one vote in SOPHE. The Chapter will meet or exceed the minimum number of Fellow and other requirements.

Membership of the Chapter shall consist of: Active Members, Student Members, Retiree Members, and Lifetime Achievement Members.

## Section 2 Eligibility

People living in Texas or a neighboring state are eligible for membership in TSOPHE if they are:

- A SOPHE Fellow,
- Practicing health education,
- Working in the educational field,
- Enrolled full-time or part-time, as either an undergraduate or graduate student, in a health education or related program and can provide proof of student status,
- Retired from working in health education or the educational field, or
- An interested consumer.

TSOPHE members who move out of Texas may continue their membership in TSOPHE, as long as they continue to pay their dues.

Any person enrolled full-time or part-time, as either an undergraduate or graduate student, in a health education or related program is eligible for student membership. The application for membership must be accompanied by proof of student status.

A Retiree Member meets the general eligibility requirements stated above and is retired from full-time employment.

Lifetime Achievement Members include any person whose contributions to the field of health education or to public health entitle the person to the highest recognition given by the Chapter. Nominations for the designation of a Lifetime Achievement Member shall be submitted in writing to and endorsed by the Board. The nomination must then be approved by a majority vote of the Active Members submitting a vote.

## Section 3 Dues

Chapter dues, supplementary to national dues, shall be payable in accordance with the chapter's fiscal year.

The Board will recommend the amount of dues for each category of membership each year and any change in dues requires a majority vote by the Board and passage by a two-thirds vote of those attending the general membership meeting.

Student and Retiree members shall pay a percentage of the regular membership dues, as determined by the Board. Student members can continue their membership at the student rate for one (1) year post graduation.

Persons admitted after 6 months of the chapter's fiscal year, shall be responsible for payment of one-half of the annual dues for the remainder of that fiscal year.

Lifetime Achievement members shall pay no membership fee.

#### Section 4 Election to Membership

Application for membership shall be made to the Chapter Treasurer in writing by the applicant. After the applicant's eligibility has been established for TSOPHE membership, the applicant shall be declared a member of the Chapter upon the payment of dues as established by the Chapter.

#### Section 5 Discontinuance and Reinstatement of Membership

- The right of a member to vote and all other rights shall cease on the termination of his/her membership in the Chapter.
- Membership in the Chapter shall be continuous unless a member's resignation is received by the Secretary prior to the end of the
- Chapter year for which dues have been paid. Any member whose dues
- Are paid by the time of the Annual meeting shall be considered a member in good standing.
- Any member whose dues remain unpaid after receiving two (2) reminders shall be dropped from membership.

### ARTICLE IV ORGANIZATIONAL PARTNERSHIPS

An organization, such as a voluntary organization, with an interest in supporting health education can become an organizational partner. Examples of partners may include local and state health departments, Texas Public Health Associations, Texas Association for Health, Physical Education, Recreation, and Dance (TAHPERD), and Texas Public Health Museum. Applicants for organizational partnership shall submit a written request to be approved by a two-thirds vote of the Chapter Board.

Eligibility, benefits, responsibilities, dues and other aspects of organizational partnership shall be defined in guidelines established by the Chapter Board.

### ARTICLE V OFFICERS

#### Section 1 Titles of Officers

The Officers of the Chapter shall be a President, a President-Elect, a Secretary, a Treasurer, a Past President and a National Delegate. These Officers, other than President and Past President, shall be elected to serve for one fiscal year or as stated in the bylaws.

No individual shall hold more than one office at a time, except as approved by a simple majority of the Board.

#### Section 2 Terms of Office

The term of office shall be one year for the office of President-Elect, Secretary, and Student Board members. The President-Elect shall succeed to the office of the President for a one-year

term, which shall take effect at the beginning of the fiscal year. The President shall succeed to the position of Past President at the end of the one-year term as President. The Treasurer and National Delegate will be elected to serve for two (2) fiscal years. Each officer shall assume their office at the beginning of the fiscal year following their election.

The duties of the Officers shall be those usually pertaining to the offices held or as prescribed in the Bylaws. All officers shall pass on records to the person who succeeds them in office

### Section 2.1 The President

The President is the chairperson of the Chapter and shall have the following duties:

- A. Plan and preside at the meetings of the Chapter Board.
- B. Plan and preside at all business meetings of the general membership.
- C. Appoint chairpersons of all committees with Board consultation.
- D. Act as Chapter representative or appoint a representative to other organizations or meetings.
- E. Act for the Board when necessary in matters ordinarily concerning the Board.
- F. Coordinate receipt of written reports from all officers and committee chairs for presentation at the annual business meeting.
- G. Present the President's report in writing at the annual business meeting.
- H. Co-approve bills for the Treasurer to pay.
- I. Assist with the planning or delegate the responsibility of the Chapter's continuing education workshop(s).
- J. Complete the Chapter redesignation application (once every three years).
- K. Maintain membership in both the Chapter and in SOPHE.
- L. Serve as a member of the Board as Past President for one (1) year immediately following the term of Presidency.
- M. Act as the Chapter representative on the Texas Public Health Association's Governing Council, or appoint a designee, as long as TSOPHE remains an Affiliate Member of the Texas Public Health Association (TPHA).
- N. Perform other duties and responsibilities, as are generally relevant to such office.

### Section 2.2 The President-Elect

The President-Elect shall serve as an assistant to the President and shall become President of the Chapter at the beginning of the fiscal year, following service as the President-Elect. Duties of the President-Elect are:

- A. Serve as a member of the Chapter Board.
- B. Become familiar with the goals of the Chapter so that he/she may more effectively assume the duties and responsibilities as President of the Chapter.
- C. Serve as Program Chair, working with the Program Committee members to coordinate continuing education workshop(s).
- D. Preside at Executive Board meetings, regular membership meetings, and annual meetings/conferences in the absence of the President.

- E. Succeed to the office of President after a one-year term, immediately followed by a one-year term as Past President.
- F. Maintain membership in both the Chapter and in SOPHE.
- G. Succeed to the office of President in the event of a vacancy.
- H. Act as the Chapter representative on the Texas Public Health Association's Program Committee, or appoint a designee, as long as TSOPHE remains an Affiliate member of the Texas Public Health Association (TPHA).
- I. Perform other duties and responsibilities as are generally relevant to such an office.

### Section 2.3 The Past President

The Past President shall:

- A. Succeed to the position of Past President after a one-year term as the President.
- B. Prepare an annual Chapter report following the guidelines from SOPHE, to be presented by the National Delegate at the SOPHE annual meeting.
- C. Serve as a consultant to the President.
- D. Preside as Chair of the Nominating Committee to call for and submit a slate of nominees for the next year's officers.
- E. Serve as a member of the Awards Committee.

### Section 2.4 The Secretary

The Secretary shall be responsible for the following:

- A. Take and disseminate all minutes and/or proceedings of the Chapter and Board meetings.
- B. If a quorum is not present at a Board meeting, utilize telephone, facsimile or email to notify all absentee Board members of the issue(s) to be voted on, in order to obtain a quorum for voting.
- C. Maintain a permanent file of the minutes and/or proceedings of the Chapter.
- D. Handle Chapter correspondence as indicated by the President and Board.

### Section 2.5 The Treasurer

The Treasurer shall be elected for a two-year term. The Treasurer is charged with the financial affairs of the Chapter and is responsible for the following:

- A. Set up and maintain bank accounts.
- B. Maintain financial records.
- C. Receive membership applications and dues. Forward membership applications to the Membership Chair.
- D. Pay bills authorized by the President.
- E. Submit current and fiscal year financial statements to the membership at each membership meeting.
- F. Prepare and transition all financial records to the incoming Treasurer at the beginning of the fiscal year.

## Section 2.6 The National Delegate

The National Delegate shall be elected for a two-year term. The National Delegate shall have the following duties:

- A. Represent the Chapter at the SOPHE House of Delegates twice a year, plus conference call meetings or other mandated meetings.
- B. Report to the Board and/or the membership regarding activities and actions taken with respect to SOPHE.
- C. Serve as a member of the Chapter Board.
- D. Maintain membership in both the Chapter and in SOPHE.
- E. Submit the Chapter Annual Report to the SOPHE Board of Trustees at their annual meeting.

Based on the TSOPHE financial status, the Board shall have the option to fully or partially finance travel, conference, and/or accommodation expenses incurred by the Chapter Delegate to the SOPHE meeting.

## Section 3 Nomination and Election

The Nominating Committee shall solicit the general membership for nominations for upcoming officer vacancies. All nominees who agree to perform the specific duties of the position to which they are nominated will have their names appear on the ballot. The draft ballot shall be submitted to the Chapter Board for approval at the Board meeting before the ballots are distributed. After approval, the Committee sends the ballot to all members in good standing, allowing sufficient time for members to submit a marked ballot with their signature at or by the Annual Meeting. Chapter members are entitled to one (1) vote. The candidate receiving a simple majority of those voting will be appointed to fill each position. Results of elections will be announced at the Annual Meeting.

## Section 4 Vacancies

Any officer elected to fill a vacancy shall hold office for the un-expired term. Any member filling a vacancy must meet the eligibility requirements for the vacated position.

### Section 4.1 Vacancy in the Office of President

The President-Elect shall succeed the President in the event of death, resignation, or for any other extenuating reasons.

### Section 4.2 Vacancy in the Office of President-Elect

If the position of President-Elect becomes vacant, the Nominating Committee Chair (Past President) shall send a notice to all Board members within two weeks of notification of the vacancy. The Nominating Committee shall solicit the general membership for nominations for the vacated position. Within 45 days of the notification of the vacancy, a draft ballot shall be

submitted to the Chapter Board for approval at the Board meeting before the ballots are distributed. After approval, the Committee submits the ballot to all members in good standing, allowing sufficient time for members to submit a marked ballot with their signature prior to the deadline for voting. Chapter members are entitled to one (1) vote. The candidate receiving a simple majority of those voting will be appointed to fill the position of President-Elect. Results of elections will be communicated to the general membership.

## ARTICLE VI CHAPTER BOARD

The Chapter Board shall function as the Executive Committee of the Chapter.

### Section 1 Board Membership

Membership shall include the President, President-Elect, Past President, Secretary, Treasurer, National Delegate, four Board Members at Large and two Student Board Members at Large.

### Section 2 Nomination and Election of Board Members at Large

The Nominating Committee shall solicit the general membership for nominations for upcoming Board vacancies. All nominees who agree to perform the specific duties of the position to which they are nominated will have their names appear on the ballot. The draft ballot shall be submitted to the Chapter Board for approval at the Board meeting before the ballots are distributed. After approval, the Committee sends the ballot to all members in good standing, allowing sufficient time for members to submit a marked ballot with their signature at or by October 31. Chapter members are entitled to one (1) vote. The candidate receiving a simple majority of those voting will be appointed to fill each position. Results of elections will be announced at the Annual Meeting.

### Section 3 Terms of Service for Board Members at Large

The Board Members at Large shall serve overlapping two-year terms with two Board Members at Large elected each year. The Student Board Members at Large shall serve one-year terms. One Student Board Member at Large shall be a graduate student and one shall be an undergraduate student.

### Section 4 Vacancy in Board Member at Large Positions

If any Board Member at Large position becomes vacant during the term of office, the Nominating Committee Chair shall send a notice to all Board members within two weeks of notification of the vacancy. The Nominating Committee Chair shall submit one or more nominations to the Chapter Board for voting within two (2) months of the vacancy. The candidate receiving a simple majority of those voting will be chosen to fill the vacant position(s) for the duration of the term of office for that position. Results of elections will be communicated to the general membership.

### Section 5 Duties of Board Members

The duties of the Board Members shall be to conduct the business of the Chapter during the intervals between meetings of the Chapter members. Duties shall include:

- A. Serve as chairperson or a member of a standing or ad hoc committee.
- B. Determine the immediate and long-range directions of the Chapter.
- C. Set the framework for conducting Chapter business.
- D. Explore with the Membership, through standing committees and other mechanisms, the current and future interest and needs of the Chapter.
- E. Develop policies and plans for Chapter implementation.
- F. Participate regularly in Chapter Board meetings.
- G. Perform other duties and responsibilities as may, from time to time, be assigned by the President and/or Board of Trustees.

## Section 6 Board Meetings, Protocol, and Quorum for Voting

### Section 6.1 Frequency of Board Meetings

The Chapter Board shall meet at least four times per year, which may include the one scheduled general membership meetings. The Chapter Board shall meet at the call of the President or upon the request of at least three members of the Chapter Board. Reasonable notice of all meetings shall be given to all members of the Chapter Board.

### Section 6.2 Board Meeting Protocol

The protocol for any Chapter meeting shall be determined by the President. If parliamentary procedures are utilized, they shall be governed by the latest edition of Robert's Rules of Order.

### Section 6.3 Quorum for Voting at Board Meetings

A simple majority of the Chapter Board, one of whom shall be the President or the Vice-President, shall constitute a quorum for voting. If a quorum is not present at a Board meeting, the Chapter Secretary will utilize telephone, facsimile or email to notify all absentee Board members of the issue(s) to be voted on, in order to obtain a quorum for voting. At all meetings of the Board, voting members may appoint a proxy by writing to the President or President-Elect prior to their absence.

## Section 7 Reports

The President shall report the actions of the Chapter Board to the members via the Chapter newsletter and/or during meetings of the membership. All officers and committees shall submit a written report of their activities to the Chapter Board at the Annual Meeting.

The Chapter President shall apply to the SOPHE Board for redesignation every three years. A letter of request for redesignation must be submitted, along with a listing of SOPHE Fellows who are associated with the chapter as dues-paying members, a three-year action plan, and any other materials that are requested by SOPHE as part of the redesignation process.



## ARTICLE VII COMMITTEES

### Section 1 General Information about Committees

The President shall appoint Committee Chairpersons, except as noted below, for a one-year term of service, beginning at the start of the fiscal year, with no term limits, except as noted below.

All Committee Chairpersons are encouraged to participate in Board meetings.

All Committee Chairpersons are expected to provide committee records to the person who succeeds them in office.

Committee Chairpersons shall keep the Chapter Membership informed about committee activities through the Chapter newsletter.

Committee members may be selected by the chairperson and/or self-appointed to work on one or more committees.

### Section 2 Nominating Committee

The Past President of the Chapter shall be the Nominating Committee Chairperson, with the Board serving as the Committee. The Committee shall:

- A. Submit nominations for the office of:
  1. President-Elect (Nominee must agree to become a SOPHE Fellow.)
  2. Secretary
  3. Treasurer (every two years)
  4. Two Members at Large
  5. Two Student Members at Large
  6. National Delegate (every two years) (Nominee must agree to become a SOPHE Fellow.)
- B. Obtain consent of all persons nominated to submit their names for the office and determine they are Members in good standing.
- C. Inform nominees for President-Elect and National Delegate of the SOPHE membership requirements.
- D. Provide each nominee with a copy of the bylaws, pointing out the description of the responsibilities and length of term of the office.
- E. Submit a draft ballot with the nominations and submission information to the Chapter Board no later than the Board meeting preceding the distribution of ballots.
- F. After the Board's approval of the draft ballot, prepare and duplicate final ballots for the election.
- G. Distribute ballots to the Membership prior to the annual meeting.
- H. Collect ballots and count the votes.

- I. Communicate election results to the Chapter President for announcement to the membership.

### Section 3 Awards Committee

The Chairperson of the Awards Committee shall suggest a minimum of two Members in good standing, one of whom is the Past President, who shall be approved by the Chapter Board to serve on the Awards Committee. The Chapter may authorize two outstanding service awards every other year in even years.

The Committee shall:

- A. Review awards criteria and make recommendations for changes.
- B. Solicit recommendations from the membership for outstanding service awards.
- C. Judge nominations against the criteria to determine the award recipients. The Committee may decide to give no award, one award or two awards.

### Section 4 Membership Committee

The Membership Committee Chairperson shall suggest a minimum of two Members in good standing who shall be approved by the Chapter Board to serve on the membership Committee. The Committee shall:

- A. Stimulate all active Members to retain their membership.
- B. Encourage members of the Chapter to become active members of SOPHE.
- C. Seek new members among eligible health professionals and others interested in health education.
- D. Work with universities to encourage student participation.
- E. Develop, maintain, and distribute a packet for new and renewing members.
- F. Develop, maintain, and distribute a membership directory.
- G. Notify the Board if the Chapter does not sustain the required SOPHE Fellows in good standing.
- H. Submit a report of the activities of the membership committee to the Board on a quarterly basis.

### Section 5 Program Committee

The President-Elect serves as the Program Committee Chairperson and shall suggest a minimum of two Members in good standing who shall be approved by the Chapter Board to serve on the Program Committee. The Committee shall:

- A. Plan, coordinate, implement and evaluate programs and continuing education workshops for Chapter meetings.
- B. Assist the Continuing Education Chair in providing continuing education contact hours (CECH) for TSOPHE workshops.

### Section 6 Constitution and Bylaws Committee

The Constitution and Bylaws Committee Chairperson shall suggest a minimum of two Members in good standing who shall be approved by the Chapter Board to serve on the Constitution and Bylaws Committee. The Committee shall:

- A. Review the Constitution and Bylaws annually and propose changes, as needed.
- B. Receive and review proposed amendments to the Bylaws from the general membership.
- C. Prepare and submit recommended changes to the Chapter Board.
- D. After Board approval, submit suggested amendments to the membership for review and adoption at the Annual Meeting.

#### Section 7 Professional Preparation Committee

The Professional Preparation Committee Chairperson shall suggest a minimum of two Members in good standing who shall be approved by the Chapter Board to serve on the Professional Preparation Committee. The Committee shall:

- A. Represent TSOPHE at state and/or national role delineation meetings, and other meetings on preparation and practice evaluation,
- B. Act as a consultant to the universities in the professional preparation of community, public health educators, and
- C. Work with the Membership Chair to encourage student participation in TSOPHE.

#### Section 8 Communications Committee

The Communications Committee Chairperson shall suggest a minimum of two Members in good standing who shall be approved by the Chapter Board to serve on the Communications Committee. The Committee shall:

- A. Solicit newsletter articles and relevant information from the Chapter Board, Committee Chairs, and other sources.
- B. Prepare, print, and distribute a Chapter newsletter to the membership at least twice a year.
- C. Submit newsworthy items to SOPHE publication.
- D. Maintain the Chapter website and listserve.
- E. Prepare and distribute special events information to the membership as needed.

#### Section 9 Continuing Education Committee

The Continuing Education Committee Chairperson shall suggest a minimum of two Members in good standing who shall be approved by the Chapter Board to serve on the Continuing Education Committee. At least one member of the Committee shall be an active CHES. The Committee shall:

- A. Work with the Program Planning Committee to complete the documentation required to provide continuing education contact hours (CECH) for participants of conferences and workshops.

- B. Coordinate staffing and registration procedures for CECH during conferences and workshops and award certificates to participants.
- C. Maintain documentation for five years on all individuals who have received CECH through TSOPHE.
- D. Reapply at appropriate intervals to be a multiple event provider for CECH.
- E. Increase the availability of opportunities for Chapter members to earn Certified Health Education Specialist Continuing Education Contact Hours (CHES and MCHES CECHs) by facilitating the application process for groups planning continuing education events.

#### Section 10 Advocacy Committee

The Advocacy Committee Chairperson shall serve a two-year term. The Chairperson shall suggest a minimum of two Members in good standing who shall be approved by the Chapter Board to serve on the Advocacy Committee. The purpose of the committee shall be to influence state and national legislation, policies, and programs that have implications for health education practice and the public's health. More specifically, the Committee shall:

- A. Participate in conference calls and other meetings of the SOPHE Advocacy Committee.
- B. Report actions of the SOPHE Advocacy Committee to the TSOPHE membership at least twice a year.
- C. Seek membership input on legislative issues at the state and federal levels.
- D. Coordinate and draft TSOPHE response and/or action to designated individuals or organizations.

#### Section 11 Audit Committee

The Audit Committee shall be composed of four members of the Chapter to include the Past President, the President-Elect, the Membership Committee Chair, and one general member appointed by the Past President. This Committee shall audit the books of the Treasurer and report to the Board in writing, prior to the Annual Meeting.

#### Section 12 Reports

All Committee Chairpersons shall report their activities at regularly scheduled Board meetings. All Committee Chairpersons shall submit a written summary of the committee's activities to the President prior to the Annual Meeting.

#### Section 13 Other Committees

Other committees may be designated by the President as needed. All Chairperson appointments, except as noted, shall be made by the President with the approval of the Chapter Board.

### ARTICLE VIII MEETINGS

#### Section 1 Annual Meeting

There shall be one Annual Meeting of the Chapter membership each year. This meeting will be designated the Annual Meeting, to be held prior to the Annual Meeting of SOPHE.

The agenda of the Annual Meeting shall include but not be limited to the following:

- A. Election of officers
- B. Reports of all Committees
- C. Resolutions and other essential business

### Section 2 Other Meetings

At least one meeting shall be held per year in addition to the Annual Meeting. This meeting shall be held at a time and place determined by the Board. A continuing professional education program shall be offered at least once each year.

### Section 3 Meeting Protocol

The protocol for any Chapter meeting shall be determined by the President. If parliamentary procedures are utilized, they shall be governed by the latest edition of Robert's Rules of Order.

## ARTICLE IX FINANCES

### Section 1 Fiscal Year

The Fiscal Year of the Chapter shall begin on January 1 and end on December 31 of each year and/or reflect SOPHE's fiscal year if those dates change.

### Section 2 Expenditure of Funds

All monies received by the Chapter shall be deposited to the account of the Chapter. Expenditure of Chapter funds shall be upon the signature of the Treasurer as authorized by the President.

## ARTICLE X AMENDMENTS

The Constitution and Bylaws Committee is responsible for overseeing the amendment process. Amendments to this Constitution and Bylaws may be submitted to the Constitution and Bylaws Committee by any Board member or any two members in good standing. Proposed amendments reviewed and approved by the Board shall be presented in writing to all Chapter members for a vote. Chapter members in good standing for the current year are entitled to one (1) vote and can submit a marked ballot with their signature. Proposed amendments shall be passed by approval of two-thirds (2/3) of those who submit a vote. Approved amendments shall become operative immediately. Announcement of the results of the voting shall be presented to the general membership.

## ARTICLE XI DISSOLUTION CLAUSE

TSOPHE will formally dissolve when 2/3 of those that submit a vote adopt a motion to rescind the bylaws. A motion to rescind requires the same notice and vote as to amend. The required notice will be presented to all Chapter members in writing by mail. Upon the dissolution of TSOPHE, assets shall be distributed to a qualified educational, scientific, charitable, or philanthropic organization to be selected by the Board of Directors or returned to the appropriate funding source.

## ARTICLE XII CONFLICT OF INTEREST

### Section 1 Purpose

The purpose of the conflict of interest policy is to protect TSOPHE's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of TSOPHE or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2 Definitions

#### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XII, Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Section 3 Procedures

### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether TSOPHE can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in TSOPHE's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### 4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 4 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 5 Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from TSOPHE for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from TSOPHE for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from TSOPHE, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Section 6 Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and



- d. Understands TSOPHE is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 7 Periodic Reviews

To ensure TSOPHE operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining,
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to TSOPHE's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Section 8 Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, TSOPHE may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### ARTICLE XIII BYLAWS HISTORY

The original Constitution and Bylaws of the Texas Chapter of the Society for Public Health Education, Inc. was adopted at the Organization Meeting of the Board of trustees, held on February 4, 1973, at Huntsville, Texas, in accordance with the call of the majority of the incorporators.

The Revised Constitution and Bylaws of the Texas Chapter of the Society for Public Health Education, Inc., was adopted at the Annual Meeting of the Chapter, held on the 23rd day of February, 1980, at San Antonio, Texas, by a majority vote of the members present and voting.

The Revised Constitution and Bylaws of the Texas Chapter of the Society for Public Health Education, Inc., was adopted by a simple majority vote received by mail from the membership in October, 1987 and presented to the membership at the Annual Meeting of the Chapter, held on the 5th day of March, 1988 in San Antonio, Texas.

The Revised Constitution and Bylaws of the Texas Chapter of the Society for Public Health Education, Inc. was adopted by a simple majority vote received by mail from the membership in September, 1999 and presented to the membership at the Annual Meeting of the Chapter, held on the 10th day of September, 1999 in Austin, Texas.

The Revised Constitution and Bylaws of the Texas Chapter of the Society for Public Health Education, Inc. was adopted by a simple majority vote received by electronic mail from the Board in June, 2012 and presented to the membership at the Annual Meeting of the Chapter, held on the 12th day of October, 2012 in Houston, Texas.

**WRITTEN CONSENT OF DIRECTORS  
ADOPTION OF  
CONFLICT OF INTEREST POLICY**

We, the undersigned, are Directors of TSOPHE, a Texas nonprofit corporation, and hereby adopt the Conflict of Interest Policy.

Esther Heinbach  
Secretary

7/9/12  
Date