

**BYLAWS OF THE
PUBLIC HEALTH COUNCIL OF THE UPPER VALLEY (PHC)
A NEW HAMPSHIRE NONPROFIT CORPORATION**

ARTICLE I: NAME

The name of this corporation shall be the Public Health Council of the Upper Valley, hereinafter referred to as the PHC and alternately referred to as the Public Health Council or “PHC”.

ARTICLE II: PURPOSE

The purpose of PHC, as a nonprofit public health organization, is to improve the health of Upper Valley residents through shared public health initiatives and services within a network of community stakeholders.

In order to achieve its purpose, PHC operates according to the following guiding principles:

- We operate to build a strong and effective public health system that serves the needs of the residents of the Upper Valley.
- We partner with community members and organizations who share our commitment to community health.
- We build upon our past experience and the strengths existing within our network.
- We are ready to support the communities’ response to emerging public health needs and develop new opportunities for community health improvement.

ARTICLE III: BOARD OF DIRECTORS

1. The management of the affairs of the PHC shall be vested in seven to twelve Directors collectively known as the Board of Directors, which shall include the Officers and immediate Past Chairperson.
2. In electing Directors, PHC will strive for diversity, equity, and inclusion.
3. Directors are usually elected at the Annual Meeting and begin their term of office on the first day of the fiscal year (January 1st). The Board may, by majority vote of Directors present, elect additional Directors to fill vacancies or provide needed expertise.
4. Directors shall serve a three-year term, not to exceed two consecutive three-year terms or six years. Term limitations may be suspended while a Board Member serves as an Officer or Chair of a Board Committee.
5. Retired Directors may be re-nominated after a one-year hiatus.
6. Any Director may be removed from the Board for cause by a two-thirds vote of the full Board of Directors. Cause may take the form of a conflict of interest or unethical behavior.

8. The Executive Director shall serve as an ex-officio Director of the Board without voting privileges. The Board may add other ex-officio members to the Board by a majority vote. Ex-Officio members shall have a voice but not a vote.

ARTICLE IV: ANNUAL MEETING

1. The annual meeting of the PHC shall be the last meeting held in the calendar year, on a date-and at a time and place as designated by the Board of Directors.
2. PHC will provide public notice of the Annual Meeting at least fifteen days prior to such meeting.
3. Agenda shall include annual reports from appropriate staff and Board members.
4. Election of the Board of Directors and Officers shall take place at the annual meeting.

ARTICLE V: POWERS AND LIMITATIONS OF THE BOARD OF DIRECTORS

1. The activities and affairs of the PHC shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors in a manner consistent with the above purposes and subject to the provisions of the laws of New Hampshire and any limitations, within the Articles of Incorporation and these Bylaws.
2. The Board of Directors shall have the powers to make contracts.
3. The PHC shall not carry on any activities not permitted:
 - a. by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future tax code or;
 - b. by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.
4. The Board of Directors has authority over the Executive Director.
 - a. The Executive Committee shall evaluate the Executive Director annually;
 - b. Other staff of PHC are under the direct supervision of the Director. If a Board Member has a problem or concern with a staff member other than the Director, they should discuss this matter with the Director, who will then address the issue with the staff member as necessary. In the absence of an Executive Director, the Executive Committee will assume the supervisory responsibilities of the Executive Director.

ARTICLE VI: DUTIES OF THE BOARD OF DIRECTORS

1. It shall be the duty of the Board of Directors, in conjunction with the Executive Director, to promote and advance the purposes for which the PHC is established and to carry out the policies in furtherance thereof. The Board of Directors shall:
 - a. Establish policies and oversee their implementation and progress.

b. Support and participate in PHC fundraising activities.

c. Participate in an annual Board assessment.

~~2. No member of the Board of Directors shall be compensated in any way.~~

3. Directors are expected to attend at least four meetings a year and must notify the Executive Director or Chairperson if not able to attend a scheduled meeting. If a Board member attends less than four meetings during the year, the Board, in its discretion, may remove the Board member who has violated this policy.

Commented [AE1]: Should this be revised to account for Board Members who might receive stipends for participation in specific projects?

ARTICLE VII: OFFICERS

1. The officers of the PHC shall be: Chairperson, Immediate Past Chairperson, Vice-Chairperson, Secretary, and Treasurer.
2. All officers shall be elected by and from the Board at the Annual Meeting.
3. The term of office shall begin on the first day of the new fiscal year (January 1) after the election and shall extend through the fiscal year.
4. No person shall be elected Chairperson for more than three consecutive one-year terms.
5. An officer may be removed from office for cause by a two-thirds vote of the full Board of Directors.
6. In the event of a vacancy of any officer, the Board of Directors shall fill the unexpired term at the next Board Meeting.

ARTICLE VIII: DUTIES OF OFFICERS

~~1.~~ ~~1.~~ The Chairperson shall preside at Board, Executive Committee and Annual meetings of the PHC, perform such other duties as shall be required by the Board of Directors, and may serve as an ex officio member of any committee with or without voting privileges as determined by the committee.

~~The Immediate Past Chairperson is a voting position for the Board Member most recently vacating the Chairperson position in the year following their role as Chairperson. The term of the Immediate Past Chairperson may overlap with their term on the Board of Directors or may be an exception to term limits, allowing them to serve one additional year. The Immediate Past Chairperson: provides continuity of leadership and support to the current Chairperson; serves as a voting member of the Executive Committee; chairs the Board Development and Nominating Committee; and chair Board Meetings when the Chairperson and Vice Chairperson cannot be present.~~

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~~23.~~ The Vice-Chairperson shall serve as Chairperson in his or her absence or in the event of a vacancy, and shall perform the duties of Chairperson as required by the bylaws.

~~34.~~ The Secretary shall;

- a) assure accurate and up-to-date records of all actions of the Board of Directors and the Executive Committee.
- d) perform other duties as required by the Chairperson or the Board of Directors.
- e) chair Board meetings in the event the Chairperson ~~and~~ Vice-Chairperson, and Immediate Past Chairperson cannot be present.

45. The Treasurer shall;

- a) provide oversight of receipt, deposit and disbursement of monies for the PHC.
- b) present an up-to-date account of the financial status of the PHC at each meeting of the Board of Directors, at the Annual Meeting, and otherwise as the Board may require; and
- c) oversee the submission of all financial records and books for end of year financial review or audit as required.
- d) present, with the Executive Director, a recommended calendar year budget for the ensuing year at the last Board meeting of the calendar year.

56. The Executive and Governance Committee of the Board shall;

- a) be comprised of the four officers of the Board of Directors and the Executive Director of the PHC.
- b) The Executive Director of the PHC shall be an ex officio member without voting privileges.
- c) meet as necessary to monitor the overall operations of PHC.
- f) review and approve draft annual budget, prior to submission to full Board of Directors.
- g) if during the fiscal year, after the annual budget has been approved, review and approve any revisions of up to 10% of the budget requested by the Executive Director.
- h) ~~e~~Ensure that the Board of Directors is operating effectively and in compliance with the organization's mission and with state and federal rules. Review bylaws every other year, making timely recommendations for necessary changes.

be authorized to act on all PHC matters in lieu of the Board in the intervals between Board meetings, and with the understanding that such actions will be reported at the next Board meeting for concurrence and/or revision.

- i) Recommend hiring and compensation of the Executive Director to the Board.
- j). In the absence of an Executive Director, assume any and all duties and responsibilities of the Executive Director.

ARTICLE IX: COMMITTEES

1. Standing Committees: members of the Board may be assigned to committees by the

Chairperson in consultation with Board members after the Annual Meeting. Chairs for standing Committees will be elected at the first meeting of said Committee by the members. Goals, activities and special policies specific to each committee will be kept in the Board Handbook of PHC.

- A. Governance Board Development and Nominating Committee: ~~Ensure that the Board of Directors is operating effectively and in compliance with the organization's mission and with state and federal rules. Review bylaws every other year, making timely recommendations for necessary changes.~~ Recruit and maintain a balanced Board of Directors. Nominate Board candidates for officers prior to Annual Meeting.
- B. Finance/Audit Committee: Ensure that all fiscal aspects of the organization are in order.
- C. Advisory Council: Set the strategic direction for PHC initiatives by participating in needs assessments, priority and goal setting, as well as promoting collaboration among regional partners to achieve the mission and purpose of the PHC. The Charter for the PHC Advisory Council outlines roles and responsibilities.
- D. Development, Communications and Marketing Committee: Ensure that the organization's total development program is in concert with the organization's strategic direction and needs. Develop communications and marketing strategies to promote the organization among constituents and provide guidance to staff in these roles.

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2. Ad-Hoc Committees may be established by the Board of Directors as needed.

ARTICLE X: MEETINGS OF THE BOARD OF DIRECTORS

A. GENERAL REQUIREMENTS

- 1. The presence of a majority of the Board shall constitute a quorum.
- 2. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, the only motion which the Chairperson shall entertain at such meeting is the motion to adjourn.
- 3. Meetings shall be presided over by: the Chairperson, the Vice-Chairperson in the absence of the Chairperson; the Secretary in the absence of the Chairperson and Vice-Chairperson; the Treasurer in the absence of the Chairperson, the Vice-Chairperson and the Secretary; a member of the Board as appointed by the Directors attending in the absence of any officers.
- 4. Any interested party may attend any Directors' meeting. A non-member of the Board of Directors will be allowed to address the board meetings at the time set by the presiding Chair. A non-member of the Board may be asked to participate in a topical discussion of the Board as the discretion of the presiding Chair.

B. BUSINESS MEETINGS

- 1. The Board of Directors shall set a meeting schedule of five regular meetings each year

and shall meet more frequently as may be required. They shall meet no less than quarterly. This is in addition to the Annual Meeting.

2. Meetings shall be called for a time and place designated by the Chairperson.
3. Notice of a meeting shall normally be mailed or electronically mailed by computer to each Director by the office of the Executive Director at least seven days prior to the designated meeting date.
4. Meeting via Communication Equipment: 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 participate.
5. Action Without Meeting: Action required in extraordinary circumstances or permitted by law or these Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all the duly elected and qualified Directors of the corporation. The action must be evidenced by one or more written consents describing the action taken signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director of the quorum signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

C. SPECIAL BUSINESS MEETINGS

1. A special meeting of the Board of Directors shall be called, upon written request of any three Directors or the Chairperson alone.
2. Advance notice of such special Board of Director's meeting and the agenda for said special meeting shall be communicated by the office of the Executive Director to each Director prior to said meeting. Notice will be given either by telephone conversation, by postal mail or by electronic mail. When Directors are absent from their normal place of abode at the time a special meeting is called, proof of efforts reasonably calculated to reach said Director if such is possible shall be deemed adequate advance notice.

ARTICLE XI: DISCLOSURE OF CONFLICT OF INTEREST

A conflict of interest transaction is a transaction with the corporation in which a Board member has a direct or indirect interest. For purposes of this section, a Board member has an indirect interest in a transaction if (a) another entity in which the Board member has a material interest or in which one is a general partner is a party to the transaction, or (b) another entity of which the Board member is a Director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the Board member if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided.

A transaction in which a Board member has a conflict of interest may be approved in advance by the vote of the Board or a committee of the Board if (a) the material facts of

the transaction and the Board members interest are disclosed or known to the Board or committee of the Board; and, (b) the Board members approving the transaction in good faith reasonably believe that the transaction is fair to the corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the Board or of the committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single Board member. If a majority of the Board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Board member with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as hereinabove provided.

Board members will demonstrate compliance with the Conflict of Interest Policy by signing the appropriate forms on at least an annual basis.

ARTICLE XII: DISSOLUTION

Upon termination and liquidation of the PHC, any assets remaining after payment of all obligations shall be given only to one or more of the following, as previously determined by majority vote of the Board:

organizations that have provided public health services to the member towns
or
to the member towns, said funds to be used for public health purposes

Should none of the above named organizations be eligible to receive the assets of the PHC at the time of dissolution, the membership shall choose another organization whose purpose or mission statement most closely reflects the purposes for which the PHC was established. Should no organization be chosen, then the assets shall be distributed to a governmental entity for a public purpose which reflects as closely as possible the purposes for which the PHC was established.

ARTICLE XIII: FISCAL YEAR

The fiscal year shall be January 1 – December 31 (calendar year).

ARTICLE XIV: AMENDMENTS

1. These Bylaws may be amended by the Board of Directors, by a majority vote.
2. Written notice of proposed changes (in full text) must be communicated to all Directors at least ten days prior to the meeting at which the amendment shall be considered.

ARTICLE XV: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall be the parliamentary authority in all cases not covered by these Bylaws.

ADOPTION OF BYLAWS

Revised Bylaws as above, were adopted by the Board of Directors at a meeting held on:

Date: November 19, 2021
Chairperson: Rudy Fedrizzi, MD
Secretary: Dan Fraser

Record of By-Laws Revisions:

Revised on January 21, 2010

Revised on January 20, 2011

Revised on January 22, 2015

~~Last~~ Revised on January 20, 2017

Last Revised on November 19, 2021