

**Council of State and Territorial Epidemiologists
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Amended and Restated Bylaws**

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COUNCIL OF STATE AND TERRITORIAL EPIDEMIOLOGISTS

Amended and Restated Bylaws

(Revised June 2008)

BACKGROUND

Effective October 15, 1992, the Council of State and Territorial Epidemiologists was incorporated in the State of Georgia under the Georgia Nonprofit Corporation Code. The Council (as defined in Article I below) previously adopted the following governing documents, in each case revised as of June 2007: (i) Council of State and Territorial Epidemiologists Constitution and (ii) Council of State and Territorial Epidemiologists Bylaws (collectively, the "Original Constitution and Bylaws"). The Council hereby desires to amend and restate the Original Constitution and Bylaws by consolidating those two documents into these Bylaws to govern the operations of the Council and upon adoption of these Bylaws the Original Constitution and Bylaws shall be null and void and of no further force and effect.

ARTICLE I. NAME

The name of this organization shall be the Council of State and Territorial Epidemiologists, hereafter referred to as the "Council".

ARTICLE II. PURPOSES; STATUS; GOVERNING INSTRUMENTS

Section 1. Purposes. The Council is organized and shall be operated exclusively for such purposes as are exempt within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Internal Revenue Code") including, but not limited to, the following purposes (i) to establish and maintain close working relationships among state, local, tribal, territorial, and other epidemiologists; (ii) to consult with and advise appropriate disciplines in other health agencies; and (iii) to provide technical advice and assistance to the Association of State and Territorial Health Officials as required. In furtherance of such purposes, the Council shall have full power and authority to perform all other acts necessary or incidental to the above, and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Executive Board in its discretion, to carry out any of the purposes of the Council, as set forth in the Council's Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(6) of the Internal Revenue Code).

Section 2. Section 5.01(c)(6) Status.

- (a) The Council shall be neither organized nor operated for pecuniary gain or profit.
- (b) No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Council, or any other private person; but the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article II, Section 1 above.
- (c) Notwithstanding any other provisions of these Bylaws, the Council shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code.
- (d) It is intended that the Council shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code. All terms and provisions of these Bylaws and the Articles of Incorporation of the Council, and all authority and operations of the Council, shall be construed, applied, and carried out in accordance with such intent.

Section 3. Governing Instruments. The Council shall be governed by its Articles of Incorporation, these Bylaws and certain other policies and procedures as are approved and adopted from time to time by the Executive Board and the active members.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Membership. The Council shall have the following two classes of membership:

- (a) *Active Members.* All persons engaged in the practice of epidemiology at the local, tribal, state, and territorial public health levels shall be eligible for active membership. More than one person from a local jurisdiction, state, tribe, or territory may be an active member of the Council, including eligibility for office and committee participation. For membership and voting purposes, the District of Columbia is considered to have status equivalent to a state or territory.
- (b) *Associate Members.* Associate membership shall be open to any former active member whose status has changed, rendering him/her ineligible to continue as an active member. Epidemiologists who practice in federal, military, or international health agencies; academic institutions; nongovernment private volunteer organizations; medical-care

organizations; or corporate settings are eligible for associate membership. Associate members shall enjoy all the rights and privileges of active members except the rights to vote at the Annual Meeting or any Regular or Special Meeting of the members of the Council, serve on the Executive Board of the Council, serve as Sub-Committee Chair or Consultant, or hold elected office.

Section 2. Voting. Official Council decisions, such as Executive Board elections, officer elections, changes in dues or amendments to these Bylaws or the Council's Articles of Incorporation, are made by vote with only one vote per state or territory cast by the State Epidemiologist or an official active member representative from the state or territory designated by the State Epidemiologist. Unless action is taken by written consent pursuant to Article VIII, Section 8 below, votes must be cast in person at the Annual Meeting or the applicable Regular or Special Meeting.

ARTICLE IV. EXECUTIVE BOARD

Section 1. Executive Board. The governing body of the Council shall be known as the "Executive Board".

Section 2. Composition of the Executive Board. The Executive Board shall comprise of the Officers of the Council and six elective members (the "Elective Board Members").

- (a) The Officers of the Council shall be the President, Vice President, President-Elect, and Secretary-Treasurer.
- (b) The six Elective Board Members shall be:
 - (i) three at-large members;
 - (ii) one member representing infectious disease epidemiology;
 - (iii) one member representing chronic disease and maternal/child health epidemiology; and
 - (iv) one member representing environmental, occupational, and injury epidemiology.

Section 3. Terms of Office for Officers.

- (a) The President-Elect shall serve as such from the close of the Annual Meeting of the Council at which he/she is elected to be the President-Elect until the close of the next Annual Meeting of the Council, when he/she automatically becomes President.
- (b) The President shall serve as such for one year.
- (c) The Vice President position shall be filled by the immediately preceding President and shall serve as Vice President from the close of the Annual Meeting of the Council at which his/her term as President ends until the

close of the next Annual Meeting of the Council.

- (d) The Secretary-Treasurer shall serve a three-year term, which term shall expire at the close of the Annual Meeting of the Council following the end of such three-year term.
- (e) No Officer shall be eligible to immediately succeed himself/herself in the office to which he/she was previously elected.

Section 4. Terms of Office for Elective Members of the Executive Board. The six Elective Board Members shall serve three-year terms.

Section 5. Eligibility for Service on the Executive Board. Only active members of the Council shall be eligible to serve on the Executive Board.

Section 6. Nomination of Candidates for the Executive Board. The Executive Board shall act as a Nominating Committee and, unless candidates can not be identified, shall present at least two nominations to the Council at its Annual Meeting for the position of President-Elect; for each Elective Board Member position of the Executive Board to be filled; and when necessary, for the Vice President and the Secretary-Treasurer. The Executive Board shall solicit nominations from among the entire membership for consideration by the Executive Board. An opportunity for additional nominations for these positions from the floor shall be provided at the Annual Meeting of the Council.

Section 7. Election of the Executive Board. At each Annual Meeting, eligible voting members shall vote by secret ballot to elect members of the Executive Board. Only one vote per state and territory shall be allowed. If a quorum is present, a majority vote of the votes cast shall be required to elect members of the Executive Board. If no candidate receives a majority vote on the first ballot, the candidate for the position in question receiving the least number of votes shall be dropped after each ballot in succession until one candidate obtains a majority vote of the votes cast.

Section 8. Filling Premature Vacancies in Officer and Elective Member Positions. An Executive Board position shall be considered prematurely vacated when the active member in that position dies, resigns, or becomes ineligible to continue as an active member of the Council. In case of a premature vacancy of an Executive Board position other than the Office of the President, the President shall appoint a replacement (subject to concurrence by a majority of the remaining members of the Executive Board) who may serve until the next Annual Meeting of the Council, at which time an active member of the Council shall be elected only for the remainder of the term. In case of a premature vacancy in the Office of the President, the Vice President shall serve as President pro tem until the next Annual Meeting of the Council. In case of vacancies in both the Offices of President and Vice President, the President-Elect shall serve as President pro tem until the next Annual Meeting of the Council and the President-Elect shall appoint a replacement for the office of Vice President (subject to concurrence by a majority of the remaining members of the Executive Board) who may serve until the

next Annual Meeting of the Council, at which time an active member of the Council shall be elected only for the remainder of the term.

Section 9. General Duties, Authorities, and Procedures of the Executive Board.

- (a) The Executive Board shall have authority to act in the name of the Council on matters requiring action and shall report such actions to the members of the Council by either distribution or Internet posting of minutes of meetings of the Executive Board.
- (b) The Executive Board shall approve all amendments to these Bylaws before submission to the Council and shall enforce the Bylaws that are in effect.
- (c) The Executive Board shall ensure that all assets of the Council are used solely to promote the affairs of the Council.
- (d) A record shall be kept of all Executive Board proceedings and a summary report thereof shall be made to the Council at the Annual Meeting by the Secretary-Treasurer.
- (e) All questions considered by the Executive Board shall be decided by a majority of the members of the Executive Board.
- (f) The findings or actions of the Executive Board shall be subject to reconsideration by the Council on a motion by an active member at the next meeting of the members of the Council.

Section 10. Exculpation of Executive Board Members. No person who is serving or has served as a member of the Executive Board of the Council shall have any liability to the Council for monetary damages for any action taken, or any failure to take any action, as a member of the Executive Board, except liability:

- (a) for any appropriation, in violation of his/her duties, of any business opportunity of the Council;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or
- (d) for any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Article IV, Section 10 shall be in addition to and

not in lieu of all other limitations, immunities, and indemnities conferred by law, these Bylaws, and the Articles of Incorporation of the Council.

ARTICLE V. ADDITIONAL DUTIES OF OFFICERS

Section 1. Additional Duties of the President.

- (a) The President shall preside at all meetings of the members of the Council and the Executive Board and he/she shall supervise the affairs of the Council. In his/her absence, the Vice President shall preside at any such meeting. In the absence of both the President and Vice President, the President-Elect shall preside at the meeting. However, the President may designate his/her alternate to preside at Special Meetings.
- (b) The President shall call to order all meetings of the Executive Board.
- (c) The President shall designate Steering Committee chairs and may designate Consultants and Liasons.

Section 2. Remuneration or Reimbursement to the Executive Director. Either the President or the Secretary-Treasurer shall sign off on the schedule of remuneration or reimbursement to the Executive Director.

Section 3. Additional Duties of the Secretary-Treasurer.

- (a) The Secretary-Treasurer shall record all elections, resolutions, and proceedings of Executive Board and Council member meetings.
- (b) The Secretary-Treasurer shall present a summary annual report of the Executive Board proceedings and other Council activities (such as position statement responses, financial affairs reports, consultant and liaison reports, and committee reports) to the Council at the Annual Meeting.
- (c) The Secretary-Treasurer shall issue all notices of meetings.
- (d) The Secretary-Treasurer shall monitor the Executive Director's actions to:
 - (i) keep appropriate records of all moneys received or expended by the Council,
 - (ii) keep a register of members of the Council, and
 - (iii) ensure an audit of all accounts by an accredited outside firm at least once a year.

Section 4. Delegation of Secretary-Treasurer Functions. The Secretary-Treasurer may delegate any and all functions of the office of the Secretary-Treasurer to the Executive

Director with the exception of duties related to remuneration or reimbursement to the Executive Director and duties related to Article V, Section 3(d) above.

Section 5. Executive Director. In addition to the President, President-Elect, Vice President and Secretary-Treasurer, the Council shall also have an Executive Director who shall be an officer of the Council but shall not be a member of the Executive Board. The Executive Director will be the chief executive officer of the Council and will have general supervision of the business and affairs of the Council. The Executive Director shall see that all orders and resolutions of the Executive Board or the members of the Council are carried into effect. The Executive Director will have any other authority and shall perform any other duties that the Executive Board or the members of the Council may delegate to him/ her from time to time. The Executive Director shall have the right to attend and participate in all meetings of the members of the Council and/or the Executive Board; *provided, however*, that the Executive Director shall not have any voting rights at such meetings.

ARTICLE VI. COMMITTEES

Section 1. Steering Committees. There may be Steering Committees, as may be authorized by the Executive Board or the Council from time to time, as needed to conduct the work of the Council.

Section 2. Steering Committee Chairs. Steering Committee chairs shall be Executive Board members and shall be appointed by the President.

Section 3. Sub-Committees. Steering Committee chairs may establish Sub-Committees as they deem appropriate, and shall appoint the chairs of Sub-Committees from the Council's active members.

Section 4. Quarterly Written Reports. Each Steering Committee chair shall submit quarterly to the Executive Director a written report of the activities of Sub-Committees under his/her purview, and shall distribute such reports to members of the Executive Board.

Section 5. Working Rules. Sub-Committees may adopt working rules consistent with these Bylaws, and these rules are to be reviewed and approved by the Executive Board prior to their adoption.

Section 6. Steering Committee Oversight. Sub-Committee activities are subject to oversight by the relevant Steering Committee.

ARTICLE VII. CONSULTANTS AND LIASONS

Section 1. Appointment of Consultants. Upon recommendation from any member of the Executive Board, the President may designate active members of the Council with relevant expertise to serve as Consultants on specific topics as necessary.

Section 2. Duties of Consultants.

- (a) Consultants shall respond to inquiries, return correspondence, assist with policy development and attend meetings and special events on the subject of the consultancy.
- (b) Consultants shall follow standing Council policies and resolutions as guides where applicable. Issues involving new policy or major change in policy shall be reviewed and approved by the Executive Board prior to their adoption.
- (c) Consultants shall notify the Council's National Office and must receive approval from the Council before attending any external meeting representing the Council.
- (d) Consultants shall submit a report to the Executive Board, enumerating and briefly summarizing the content of each substantial consultative contact. The Council's National Office shall be copied on any correspondence authored or received by Consultants.

Section 3. Appointment of Liaisons. Upon recommendation from any member of the Executive Board, the President may appoint active members of the Council with relevant expertise to serve as Liaisons to other organizations, agencies and committees. Liaisons shall be appointed annually.

Section 4. Duties of Liaisons. As requested by the President, Liaisons shall represent the Council to other organizations, agencies, and committees to provide epidemiologic and other scientific expertise. The Liaison shall be appointed annually.

ARTICLE VIII. MEETINGS

Section 1. Annual Meeting; Notice. There shall be an Annual Meeting of the members and the Executive Board at a time and place determined by the Executive Board. Unless waived as contemplated in Article IX, Section 2 below, notice of the time, date, and place of the Annual Meetings shall be given in accordance with the provisions of Article IX, Section 1 below no fewer than ten days before such meetings.

Section 2. Regular Meetings; Notice. Regular Meetings of either the members or the Executive Board or both may be held from time to time between Annual Meetings at such times, on such dates, and at such places as the President or the Executive Board

may prescribe. Unless waived as contemplated in Article IX, Section 2 below, notice of the time, date, and place of any Regular Meeting shall be given in accordance with the provisions of Article IX, Section 1 below no fewer than three days before such Regular Meeting.

Section 3. Special Meetings; Notice. On the petition of fifteen state- or territory-designated active member representatives, or on the order of the Executive Board, the President shall call a Special Meeting of either the members or the Executive Board or both. Unless waived as contemplated in Article IX, Section 2 below, notice of the time, date, and place of any Special Meeting shall be given in accordance with the provisions of Article IX, Section 1 below no fewer than 24 hours before such Special Meeting.

Section 4. Quorum. A quorum for the Annual Meeting, any Regular Meeting of the members or any Special Meeting of the members shall consist of not fewer than 28 state- or territory-designated active member representatives. A quorum for any Regular or Special Meeting of the Executive Board shall consist of a majority of members of the Executive Board.

Section 5. Registration Fees. Each active and associate member and guests attending the Annual Meeting of the Council shall pay a registration fee set by the Executive Board. The Executive Board can waive such fees in special situations.

Section 6. Telephonic and Similar Meetings. At the discretion of the Executive Board, any Annual, Regular or Special Meeting may be held in whole or in part by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 7. Rule of Procedure. The rules of parliamentary procedure according to the latest edition of *Robert's Rules of Order* shall govern all meetings of the Council, the Executive Board, any Steering Committee and any Sub-Committee unless suspended by a majority vote of the members attending.

Section 8. Actions by Members or the Executive Board Without a Meeting. Any action required or permitted to be taken at a meeting of the members of the Council or of the Executive Board may be taken without a meeting if a consent in writing, email or fax, setting forth the action so taken, is sent by the requisite number of members or Executive Board members, as applicable, entitled to vote not less than the minimum number of votes that would be necessary to authorize or take the action. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called.

ARTICLE IX. NOTICE

Whenever these Bylaws require notice to be given to any member or member of the Executive Board, the notice shall be given in accordance with this Article IX, Section 1. Notice under these Bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, teletype, e-mail, or other form of wire or wireless or electronic communication, or by mail or private carrier.

ARTICLE X. DUES

The Annual dues for states, territories and individuals shall be set by a majority vote of the votes cast by the state- and territory- designated active member representatives present and voting at each Annual Meeting.

ARTICLE XI. AMENDMENTS

These Bylaws and the Articles of Incorporation of the Council may be amended by a vote of two-thirds or greater of the state- and territory- designated active member representatives present and voting at any Annual, Regular or Special Meeting of the members of the Council, provided that a draft of the proposed amendments shall have been submitted to the Executive Board and distributed to the active members of the Council not later than 30 days prior to the first day of such a meeting.

ARTICLE XII. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Council against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Council, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him/her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a member of the Executive Board, an active or associate member, trustee, officer, employee, director, or agent of the Council, or is or was serving at the request of the Council as a member of the Executive Board, active or associate member, trustee, officer, employee, director, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Council shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

Section 2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Article XII, Section 1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Council's Articles of Incorporation or these Bylaws, or any agreement, vote of members or disinterested directors, or otherwise.

Section 3. Insurance. To the extent permitted by Georgia law, the Council may purchase and maintain insurance on behalf of any person who is or was an Executive Board member, active or associate member, trustee, officer, employee, director, or agent of the Council.

ARTICLE XIII. DISSOLUTION

Upon the dissolution of the Council, the Executive Board, after paying or making provision for the payment of all of the liabilities of the Council, shall dispose of all of the assets of the Council exclusively for the purposes of the Council, either directly or by transfer to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code as the Executive Board shall determine. Any such assets not so disposed of by the Executive Board shall be disposed of by the superior court of the county in which the principal office of the Council is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes as said court shall determine.

The President of the Council of State and Territorial Epidemiologists, a nonprofit corporation organized and existing under the laws of the State of Georgia, hereby certifies that, by a vote of two-thirds or greater of the state- and territory- designated active member representatives present and voting at a meeting of the Council held on _____, 2008, the Council adopted the above Amended and Restated Bylaws.

IN WITNESS WHEREOF, the Council of State and Territorial Epidemiologists, has caused these Amended and Restated Bylaws to be executed by its President this _____ day of _____, 2008.

COUNCIL OF STATE AND TERRITORIAL EPIDEMIOLOGISTS

By: _____
Name: _____
Title: President