

**BYLAWS OF**

**CALIFORNIA ASSOCIATION OF PUBLIC HEALTH  
LABORATORY DIRECTORS**

A California Nonprofit Benefit  
Corporation, 501(c)(3)

**ARTICLE 1. OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is the Sacramento County Public Health Laboratory located in 4600 Broadway, Suite 2300, Sacramento County, California 95820.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Executive Council, may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

Location: \_\_\_\_\_

Dated: \_\_\_\_\_

Location: \_\_\_\_\_

Dated: \_\_\_\_\_

### SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within the State of California, where it is qualified to do business, as its business may require and as the Executive Council may, from time to time, designate.

## ARTICLE 2. MISSION AND PURPOSE

### SECTION I. MISSION

The mission of the California Association of Public Health Laboratory Directors is to improve and protect public health through the promotion and advancement of public health laboratory practice.

### SECTION 2. PURPOSE

The primary purpose of this corporation shall be to promote and improve public health laboratory practices by:

- a) Advising the California State Department of Public Health (CDPH), the California Conference of Local Health Officers (CCLHO), the County Health Executives Associates of California (CHEAC), appointed and elected officials and others, as appropriate, on public health laboratory matters.
- b) Coordinating public health laboratory activities in California.
- c) Promoting research and development to improve laboratory practices
- d) Publishing and disseminating information relating to laboratory practice
- e) Sponsoring and promoting training workshops and conferences on public health laboratory subjects.
- f) Establishing and maintaining relationships and collaborative actions by public health laboratory activity that

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will promote and protect the public health.

### **ARTICLE 3. MEMBERS**

#### **SECTION 1: DETERMINATION QUALIFICATION AND RIGHTS OF MEMBERS**

a) The corporation shall have five classes of members: Regular Members, Delegate Members, Associate Members, Honorary Members and Emeritus Members.

i) Regular Membership - Regular Membership shall be limited to the director of each public health laboratory in California. Directorship of a public health laboratory is a requirement for continuing Regular Membership. Regular Member may delegate a California certified Public Health Microbiologist to represent the member's laboratory. Such representatives shall exercise the rights and privileges of the Regular Membership in the corporation and discharge responsibilities within the limits set by the member including voting rights when delegated in writing from the Laboratory Director to the President.

ii) Delegate Membership - The laboratory staff member, including but not restricted to assistant laboratory director, laboratory manager, laboratory supervisor, senior scientist appointed by the Laboratory Director, to represent that public health laboratory, by attendance and voting at CAPHLD meetings, serving and chairing CAPHLD committees, serving as an appointed officer or Representative-at-large for CAPHLD, but ineligible to serve as President, President-Elect or Secretary-Treasurer of CAPHLD.

iii) Associate Membership - The Laboratory Director may recommend up to five (5) Associate Members who will significantly contribute to the objectives of the corporation. Associate Members may attend the Business Meeting of the mid-year and Annual Institute Associate Members shall not vote nor hold elected office, nor be appointed as Comptroller

or Auditor. The Director, Branch Chiefs and Section Chiefs of the State Public Health Laboratory, and Lab Aspire Fellows may be invited by the Association’s Executive Council to join the Association as an Associate Member.

iv). Honorary Membership - The Executive Council may designate certain individuals as Honorary Members who have served the Corporation or contributed to advance the goals of CAPHLD. Honorary Members shall not vote nor hold elected office, nor be appointed as Comptroller or Auditor.

v). Emeritus Membership - The membership of the Association by majority vote may appoint any former Regular Member an Emeritus Member. An Emeritus Member is one who has significantly contributed to the goals and objectives of the Corporation. Emeritus members shall not vote nor elected office, nor be appointed as Comptroller or Auditor.

b) No member shall hold more than one membership in the association. Except as expressly provided by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

## SECTION 2. ADMISSION OF MEMBERS

A Regular Member shall be admitted upon becoming the director of a public health laboratory in California or as otherwise provided in these Bylaws.

## SECTION 3. FEES, DUES AND ASSESSMENTS

a) No initiation fee shall be charged for admission to the corporation.

b) The annual dues payable to the corporation by the represented entity (ies) shall be in such amount as may be determined from time to time by resolution of the Executive Council and

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approved by a majority of the voting members at a duly held meeting as described in Article 4.

c) Laboratories that pay the full amount of their dues by October 1, may have all classes of Members in good standing and retain voting rights as indicated in the Bylaws. Emeritus, Honorary and CDPH Laboratory Associate Members are exempt from laboratory dues.

d) Upon failure to renew the laboratory membership by paying annual dues by October 1, voting rights will be suspended and written notification of delinquency will be made to such laboratory by the Secretary-Treasurer of the corporation. A laboratory may avoid such suspension by paying the amount of delinquent dues within a thirty (30) day period following the laboratory's receipt of the written notification of delinquency. A laboratory may be reinstated at any time by paying the amount of the delinquent dues.

#### SECTION 4. NON-LIABILITY OF MEMBERS

A member of the corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### SECTION 5. NON-TRANSFERABILITY OF MEMBERSHIPS AND APPOINTMENTS

No member may transfer for value a membership or appointment or any right arising therefrom.

#### SECTION 6. TERMINATION OF MEMBERSHIP

a) Grounds for termination. The membership of a member, as described in Article 3, Section 1a, shall terminate upon the occurrence of any of the following events:

i) Upon his or her written resignation delivered to the President of the corporation personally or by mail, such membership will terminate upon the date of delivery of the notice or date of deposit in the mail.

ii) Upon resignation or retirement from his/her position of California Public Health Laboratory Director that qualified them for Regular Membership.

iii) Upon a determination by the majority of the five voting members of the Executive Council that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation, including but not limited to embezzlement, placing the Association in a position of possible litigation, falsification of documents, unofficial signing of documents, misuse of corporate funds, etc. The Executive Council shall conduct such action(s) as to sanction, suspend, or terminate the membership

b) Procedure for Termination of Membership. Following the determination that a membership should be terminated under subparagraph (a) (3) of this section, the following procedure shall be implemented:

i) A notice shall be sent by registered mail with return receipt to the last address of the member as shown on the corporation's records, setting forth the termination and the reasons, therefore. Such notice shall be sent at least thirty (30) days before the proposed effective date of the termination.

ii) The member whose membership is being terminated shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed termination. The hearing will be held by the Executive Council in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Executive Council. The notice to the member of his or her proposed membership termination shall state the date, time, and place of the hearing on his or her proposed membership termination.

iii) Following the hearing, the five voting members of the Executive Council shall decide whether the membership should in fact be terminated, suspended, or sanctioned in some

other way. The decision of the Executive Council shall be final.

iv) The terms and conditions of any action shall be made by the Executive Council including re-application of membership.

## SECTION 7. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## SECTION 8. DEFINITIONS

**Laboratory Director:** the individual legally responsible for the public health laboratory's compliance with the Clinical Laboratory Improvement Amendments of 1988 (CLIA) and in compliance with the laws and regulations of the State of California.

**Laboratory Manager:** the individual responsible for the management of the day- to-day operations of the laboratory.

**Public Health Laboratory:** a laboratory that is approved by the California State Department of Public Health as a Public Health Laboratory which provides laboratory services for one or more public health jurisdictions.

**Fiscal year:** the period from July 1 of any given year to June 30 of the following calendar years.

**By Mail:** the provision of a message by the United States Postal Service (USPS), commercial package delivery services, or by electronic messaging systems.

**Public Health Microbiologist:** an individual who has been issued a California Public Health Microbiologist certificate.

**Regular Member:** the laboratory director of record for a California public health jurisdiction, having membership voting rights when in

good standing, able to serve as a committee member, committee chairperson or appointee and serve as elected officer of CAPHLD.

**Delegate Member:** the laboratory staff member, including but not restricted to assistant laboratory director, laboratory manager, laboratory supervisor, senior scientist appointed by the Laboratory Director, to represent that public health laboratory, by attendance and voting at CAPHLD meetings, serving and chairing CAPHLD committees, serving as an appointed officer or Representative-at-large for CAPHLD, but ineligible to serve as President, President-Elect or Secretary-Treasurer of CAPHLD.

**Associate Member:** a public health laboratory employee appointed as an associate member by the laboratory director of that laboratory, invited CDPH Laboratory Director, Branch and Section Chief, or Lab Aspire Fellow, who can participate by attendance at CAPHLD meetings, serving and chairing CAPHLD committees, serving as an appointee for CAPHLD, but ineligible to serve as an elected officer, Comptroller or Auditor of CAPHLD and ineligible to vote at CAPHLD meetings.

**Honorary Member:** certain individuals designated by the Executive Council, who have served the Corporation or contributed to advance the goals of CAPHLD. The privileges of Honorary Membership include permitted attendance of CAPHLD meetings, release from annual dues, permission to serve on CAPHLD committees and as special appointee, but ineligible to serve as an elected officer, Comptroller or Auditor of CAPHLD and ineligible to vote at CAPHLD meetings.

**Emeritus Member:** a former public health laboratory director afforded emeritus status by vote of CAPHLD membership, the privileges of which include permitted attendance of CAPHLD meetings, release from annual dues, permission to serve on CAPHLD committees and as special appointee, but ineligible to serve as an elected officer of CAPHLD, Comptroller or Auditor and ineligible to vote at CAPHLD meetings.



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## **ARTICLE 4. MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETING:**

Meetings of members shall be held at such place or places within the state of California. Sites will be recommended by the Site Committee, voted on by the general membership and final determination made by the Executive Council.

### **SECTION 2. REGULAR MEETINGS**

- a) Annual Institute - The members shall meet annually for the purpose of electing officers and transacting other business as may come before the members. This meeting shall be known as the Annual Institute.
- b) Midyear Meeting - The members shall meet approximately six months after the Annual Meeting to transact business. This meeting may be held in person or electronically as determined by the site committee, voted on by general membership and final determination made by the Executive Council.

### **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the membership shall be called by the Executive Council. In addition, special meetings of the membership may be called by twenty-five percent (25%) or more of members who are in good standing.

### **SECTION 4. NOTICE OF MEETINGS**

- a). Written notice of the meeting shall be given by the President or the Secretary-Treasurer not less than thirty (30) days before the meeting to each member of the corporation.
- b) Contents of Notice. Notice of a membership Meeting shall state the Place, time, and date of the meeting and the general nature of the business to be transacted. All meetings of the membership must have a preset agenda.

c) Notice of Special Meeting Called by Members. If a special meeting called by the membership as described in Article 4, Section 3, is authorized by these Bylaws, the request for the meeting shall be submitted in writing to the President, President-Elect, or Secretary-Treasurer of the corporation, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or electronic mail with receipt acknowledgement. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting shall be held, stating the date of the meeting. The date for such meeting shall be approved by the Executive Council and shall not be more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within thirty (30) days after the receipt of the request, persons calling the meeting may give notice of the meeting themselves.

#### SECTION 5. QUORUM FOR MEETING

A quorum shall consist of a majority of the voting members in good standing of the corporation.

#### SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

a) Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present, is the act of the members, unless the law, the Articles of Incorporation or these Bylaws require a greater number.

b) Re-voting of any majority action of the membership must be approved by two-thirds (2/3) vote of the Executive Council.

#### SECTION 7. VOTING RIGHTS

A regular member or delegate member in good standing, who is the official representative of their local public health laboratory, is entitled to one vote on each matter submitted to a vote by the members voting at duly held meetings. Voting shall be in the form

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of a roll call vote. Voting by written ballot shall require a single member request for a written ballot. The result and the tally of the votes shall be recorded in the minutes of the meeting.

## SECTION 8. CONDUCT OF MEETINGS

a) All meetings of members shall be presided over by the President, in his/her absence by the President-Elect, in the absence of the President and President-Elect by the Secretary-Treasurer. The Recorder shall take minutes of the meetings. Minutes should be sent to all members within thirty (30) days after the meeting.

b) All meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

## SECTION 9. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

a) Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter.

b) All written ballots shall:

i) Set forth the proposed action.

ii) Provide an opportunity to specify approval or disapproval of each proposal.

iii) When appropriate, provide for written arguments for and against the proposed action. The Executive Council shall designate members who will prepare written arguments.

iv) Specify the time by which ballots must be received by the corporation in order to be counted.

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v) Must be mailed or electronically transmitted no less than fourteen (14) days prior to the specified receiving deadline.

c) Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equal or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## **ARTICLE 5. OFFICERS (EXECUTIVE COUNCIL)**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, a President-Elect, a Secretary- Treasurer, two Representatives-at-Large and the immediate Past-President (nonvoting). The officers shall be collectively known as the Executive Council.

### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Council.

### **SECTION 3. NOMINATION PROCEDURES**

a) The Nominating Committee shall consist of five (5) regular members: The President-Elect, two members appointed by the President, and the Representatives-At-Large. The nominating Committee shall meet at least 30 days prior to the first day of the Annual Meeting to draft the slate of Officers.

b) The Nominating Committee will submit a slate of officers for the following year to the membership on the first day of the Annual Meeting. Other nominations for officers may be made from the floor.

c) Under normal circumstances, the Nominating Committee shall nominate the incumbent President-Elect for the office of President as part of the slate of officers.

#### SECTION 4. QUALIFICATION, ELECTION, AND TERM OF OFFICE

a) Any Regular Member may serve as an officer of the Corporation. Any Regular or Delegate Member may serve as an elected Representative-at-large of the corporation.

b) Officers shall be elected by the membership at the Annual Meeting.

c) Each officer shall hold office for two consecutive years or until he or she resigns or is removed or is otherwise disqualified to serve.

#### SECTION 5. APPOINTED OFFICERS

a) The President shall appoint a Comptroller, and Auditor, from the Regular or Delegate Membership, and a Recorder and Historian from any class of Membership to perform duties as set forth in these Bylaws.

b) The Executive Council may appoint other Appointed Officers as it may deem desirable. Such officers shall serve terms, have authority, and perform duties as may be prescribed from time to time by the Executive Council.

c) Appointed Officers shall be ineligible to vote at Executive Council meetings.

## SECTION 6. COMPENSATION

Officers of the corporation shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in performing corporation duties.

## SECTION 7. PLACE OF MEETINGS

Executive Council meetings shall be held at such place within or without the State of California which has been designated from time to time by resolution of the Executive Council. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all officers participating in such meetings can hear one another.

## SECTION 8. REGULAR MEETINGS

Regular meetings of the Executive Council shall be held at least quarterly. Regular meetings shall be called by the President.

## SECTION 9. SPECIAL MEETINGS

Special meetings of the Executive Council may be called by the President, President-Elect, Secretary-Treasurer, or either Representative-at-Large. Meetings shall be held at the place designated by the person calling the meeting.

## SECTION 10. NOTICE OF MEETINGS

Meetings of the Executive Council shall be held upon twenty-four (24) hours' notice delivered personally or by telephone or electronic mail.

## SECTION 11. CONTENTS OF NOTICE

Notice of meetings shall specify the place, day, and hour of the meetings. The purpose of any Executive Council meeting need not be specified in the notice.

## SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Executive Council.

## SECTION 13. MAJORITY ACTION AS EXECUTIVE COUNCIL

Every act or decision done or made by a majority of the Executive Council present at a meeting duly held at which a quorum is present is the act of the Executive Council, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, require a greater percentage or different voting rules for approval of a matter by the Executive Council.

## SECTION 14. CONDUCT OF MEETINGS

Meetings of the Executive Council shall be presided over by the president or in his or her absence, by the President-Elect or in the absence of the President and President-Elect by the Secretary-Treasurer. Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

## SECTION 15. VACANCIES

a) Vacancies on the Executive Council shall exist (1) on the death, resignation, removal, or disqualification of any officer, and (2) whenever the number of authorized officers is increased.

b) The Executive Council may declare vacant the office of an officer who has been declared of unsound mind by a final order of court or convicted at a felony.

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c) Officers may be removed without cause by a majority of all members.

d) Vacancies on the Executive Council may be filled by an appointment approved by a majority of remaining officers. Vacancies created by the removal of an officer may be filled only by the approval of a majority of the membership.

e) A person elected to fill a vacancy as provided in this Section shall hold office until the next Annual Meeting.

## SECTION 16. DUTIES OF THE EXECUTIVE COUNCIL

It shall be the duty of the Executive Council to:

a) Conduct the business of the corporation between meetings of the membership.

b) Review the goals of the corporation and recommend changes as appropriate.

c) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

d) Appoint and remove, employ, and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation.

e) Supervise all agents and employees of the corporation to assure that their duties are performed properly.

f) Meet at such times and places as required by these Bylaws.

g) Meet within thirty (30) days prior to the Annual Meeting to review:

i) The corporation activity for the current year including the report of the Secretary-Treasurer.



- ii) The reports of the Standing Committee
  - iii) The report of the President-Elect on Special Committees.
  - iv) All pertinent correspondence and take needed action.
  - v) Recommendations to be presented to the new Executive Council.
  - vi) The current objectives of the corporation and report to the members on progress made.
- h) Meet within fifteen (15) days after the election of officers with the past Executive Council to:
- i) Discuss projected corporation activity for the ensuing year.
  - ii) Assist the President in selection of committee assignments.
  - iii) Collaborate with the President-Elect in formulation of charges to the Special Committees.
  - iv) Meet at least thirty (30) days before the new fiscal year to adopt the final Annual Budget.

## SECTION 17. DUTIES OF THE PRESIDENT

The President shall:

- a) Preside at Membership and Executive Council meetings.
- b) Conduct the business of the corporation with assistance from the Executive Council between membership meetings

- c) Appoint all committees as follows:
  - i) Standing as sole authority
  - ii) Special with the advice and consent of the Executive Council
  - iii) When feasible one carry-over member should be included in each committee
  - d) Outline the purpose of newly created or activated special committees and ad hoc committees upon appointment.
  - e) Serve as representative of the corporation at meetings of the CCLHO. If the President or the President-Elect is unable to attend, appoint another member to represent him/her
  - f) In conjunction with the Program Committee, schedule corporate membership meetings at the Annual Meeting.
  - g) Prepare the agendas of Executive Council and corporate membership meetings for appropriate distribution.
  - h) Upon completion of his/her term, shall serve on the Executive Council as immediate Past-President (non-voting) and as Parliamentarian for the succeeding year.
  - i) Appoint persons to represent the corporation in circumstances not outlined in these Bylaws.

## SECTION 18. DUTIES OF THE PRESIDENT-ELECT

The President-Elect shall:

- a) Represent the President in the President's absence.
- b) Serve on the Program Committee for the Annual Institute

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c) Coordinate Special Committees and, in this capacity:

i) Inform each special Committee of its charges.

ii) Monitor and facilitate the progress of Special Committees

d) Attend meetings of the Special Committees whenever possible.

e) Perform any other duties that may be assigned by the President.

f) Succeed the Presidency if a vacancy occurs

## SECTION 19. DUTIES OF THE SECRETARY-TREASURER

The Secretary-Treasurer shall:

a) Preside at all official meetings in the absence of the President and the President-Elect

b) Be responsible for the minutes and transactions of all official meetings

c) Be responsible for legal and financial corporation correspondence and notification regarding official meetings

d) Be responsible for reviewing legal and financial corporation records

e) Prepare a tentative corporation budget and present the Comptroller's report for approval by the members

f) Prepare a final budget for adoption by the Executive Council

g) Approve payment for budgetary items and all additional expenditures approved by the Executive Council

h) Be an alternate for signing corporation checks

i) Advise the Executive Council at least 2 months prior to the next Annual Meeting of any need for a special assessment

## SECTION 20. DUTIES OF REPRESENTATIVES-AT-LARGE

The Representatives-at-Large shall:

- a) Attend all Executive Council Meetings
- b) Develop and organize the Mid-Year Meeting as described in Article 6, Section 4 (Program Committee)
- c) Perform any special assignments as made by the President.
- d) Serve on the Nominating Committee
- e) Review the CAPHLD website quarterly to ensure that information is up to date, and report necessary changes to the EC and Webmaster

## SECTION 21. DUTIES OF THE RECORDER

The Recorder, when directed by the Secretary-Treasurer, shall:

- a) Record and prepare minutes of corporation membership meetings and the Executive Council meetings and deliver the minutes to the Secretary- Treasurer.
- b) Prepare official corporation correspondence.
- c) Maintain current contact information for all membership categories and laboratories.
- d) Have available at each meeting a current list of the officers and committees and the Bylaws.

- e) Maintain an active file of the meetings and the corporation's records
- f) Retain all corporation records for transfer to his/her successor

## SECTION 22. DUTIES OF THE COMPTROLLER

The Comptroller, when directed by the Secretary-Treasurer, shall:

- a) Open and maintain accounts in a financial institution in the name of the corporation to be used exclusively for corporation funds.
- b) Deposit and cash checks received and write and sign checks against the accounts for expenses incurred in the conduct of corporation business by the officers and committees of the corporation
- c) Issue receipts for monies received by the corporation and maintain a file of bills, receipts, and bank statements
- d) Maintain a record of transactions relative to the corporation accounts. The record is to be closed at the end of each fiscal year and submitted to the Secretary-Treasurer
- e) Prepare a Comptroller's Report which shall present in summary form the activity of the corporation accounts during the year and deliver it to the Secretary-Treasurer

## SECTION 23. DUTIES OF THE AUDITOR

The Auditor shall:

At the end of each fiscal year, audit the financial records of the corporation and present a report of the audit to the membership

## SECTION 24. DUTIES OF THE HISTORIAN

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The Historian shall:

a) Assist the Recorder to maintain current contact information for all membership categories and laboratories

b) Assist with providing updated information for the CAPHLD website

c) Be responsible for the History Books and make appropriate additions at least annually

d) Make provisions for the annual membership picture and for photographs of members and participants to be taken at the annual meeting

e) Procure and present award(s) to recipient(s) using established criteria.

## SECTION 25. NON-LIABILITY OF OFFICERS

The officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation

## SECTION 26. INDEMNIFICATION BY THE CORPORATION OF OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, an officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amount reasonably incurred in connection

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with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirement of, Section 5238 of the California Nonprofit Public Benefit Corporation law.

**SECTION 27. INSURANCE FOR CORPORATE AGENTS**

The Executive Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including an officer, employee, or other agent of the corporation) against any liability other than for violating provisions of Law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of California Nonprofit Public Benefit Corporation Law.

**ARTICLE 6. COMMITTEES**

**SECTION 1. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Executive Council. Committees shall keep minutes of committee meetings and submit copies of minutes to the President and President-Elect.

**SECTION 2. POWERS OF COMMITTEES**

Committees may exercise powers as designated by the Executive Council to the extent that such designated powers are not inconsistent with these Bylaws. No committee may:

- a) Approve an action which under these Bylaws requires a majority action of the membership or the Executive Council
- b) Amend or repeal a majority action of the membership or Executive Council except as provided by Article 4, Section 6

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(b) of these Bylaws.

### SECTION 3. NOMINATING COMMITTEE

The Nominating Committee shall prepare a slate of officers as set forth in Article 5, Section 3 of these Bylaws

### SECTION 4. PROGRAM COMMITTEE

The Program Committee shall:

- a) Shall identify, gather information on, recommend and create contracts with sites for the annual institute
- b) Prepare the program of the Annual Institute, including arranging for speakers, preparing the agenda and designating moderators
- c) Serve as hosts to the Annual Institute and invite membership participation in optional activities
- d) Prepare and maintain an exhibitor mailing list
- e) Six (6) months prior to the Annual Meeting solicit regular and potential exhibitors and/or advertisers reminding them of the dates of the Annual Institute, the date, and hours reserved for the exhibit's session, the location, space allotment per exhibit and the amount of the fees for exhibits and Meeting program advertisements
- f) Collect exhibitor/advertisers' fees prior to the Annual Institute, or plan for later payment, and present checks to the Comptroller for deposit
- g) At least a month prior to the exhibit's session send full details to each exhibitor including date, setting up time, space assignment and relative floor plan. Determine the exhibitors' needs for electric supply, assistance with signs, etc.
- h) Arrange for a suitable exhibit area.



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i) Send a letter of acknowledgment to each exhibiting firm immediately after the Annual Institute. Notify vendors of the next Annual Institute as soon as dates are available.

The Program Committee may create subcommittees for site selection, vendors and exhibits as needed.

## SECTION 5 TRAINING COMMITTEE

The training committee shall:

a) Establish criteria for training of Public Health Laboratorians

b) Promote and develop training opportunities for Public Health Laboratorians

## SECTION 6. LEGISLATIVE COMMITTEE

The Legislative Committee shall:

a) Review proposed legislation and/or regulations and inform the membership of appropriate pending legislation and/or regulations that might affect laboratories

b) Engage in other legislative activities as directed by the President and Executive Council

## SECTION 9. SPECIAL COMMITTEES

a) The corporation shall have other committees as may from time to time be designated by the Executive Council. The President shall appoint persons to serve on special committees and the President-Elect shall charge each committee with the desired Objectives

b) Examples of Special Committees are:

i. RESEARCH AND DEVELOPMENT COMMITTEE:

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The Research and Development Committee shall propose and implement research and development projects, as approved by the membership, which further the goals and objectives of the corporation

ii) SAFETY COMMITTEE:

The Safety Committee shall identify and promote safe Laboratory practices

iii) BY LAWS COMMITTEE:

The Bylaws committee shall:

- a) Review the most recent version of the by-laws and make recommendations
- b) Communicate recommendations to the CAPHLD membership for voting.

iv) ENVIRONMENTAL TESTING COMMITTEE

v) ELTAC COMMITTEE

vi) CLTAC COMMITTEE

**ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. EXECUTION OF INSTRUMENTS**

The Executive Council, except as otherwise provided in these Bylaws, may by resolution authorize any officer or member of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, member or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

As amended October 30, 2020 by majority vote of membership in good standing

## SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Executive Council or as otherwise required by law, checks, drafts, promissory notes, money, orders for payment of money, and other evidence of indebtedness of the corporation shall be approved by the Secretary-Treasurer and signed by the Comptroller.

## SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Council may select.

## SECTION 4. GIFTS

The Executive Council may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of the corporation.

## **ARTICLE 8. CORPORATE RECORDS**

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

a) The Recorder shall keep minutes of all meetings of the Executive Council and of all meetings of members, indicating the time and place of holding such meetings, and the proceedings thereof.

b) The Recorder shall keep a copy of the corporations Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by members of the corporation at all reasonable times during office hours.

c) A complete set of corporate records and documents shall be kept at the Sacramento County Public Health Laboratory and with the President.

### SECTION 2. RIGHT TO INSPECT AND COPY

As amended October 30, 2020 by majority vote of membership in good standing

Any member shall have the right to inspect and copy at any reasonable time the books, records, or minutes of proceedings of members or of the Executive Council upon written demand by the member, for purposes reasonably related to such person's interests as a member.

### SECTION 3. ANNUAL REPORT

The Executive Council shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all members of the corporation and which report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year
- d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year

## ARTICLE 9. FISCAL YEAR

### SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year commencing on July 1, 1989. (Fiscal Year 1988 - 1989 shall extend through June 30, 1989)

## ARTICLE 10. BYLAWS

### SECTION I. AMENDMENT

- a) Subject to any provision of law applicable to the amendment

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of Bylaws of public benefit nonprofit corporations, these Bylaws, or any section of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the members of the corporation.

b) Notice of proposed Bylaws changes must be submitted in writing to the membership at least thirty (30) days prior to the vote on such changes

**ARTICLE 11. AMENDMENT OF ARTICLES**

**SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Executive Council

**SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Executive Council and by the approval of the members of the corporation

**SECTION 3. CERTAIN AMENDMENTS**

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first officers of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 12. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the

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corporation, provided, however, that this provision shall not prevent payment: to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Executive Council: and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Executive Council, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the regular membership of said corporation on October 30, 2020, in California via Conference Call.

Dated: 11/16/20

Denise Von Bargaen, President

Dated: 11/16/20

Godfred Masinde, President Elect