

Articles

ARTICLES OF ASSOCIATION

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under the pursuant of the provisions of Act 51 of 1875, as mended, of the General Assembly of the State of Arkansas, providing for the formation of corporations for benevolent purposes, do hereby adopt these Articles of Association, to-wit:

ARTICLE I. NAME

The name of this corporation, hereinafter sometimes referred to as the "Association", is "The Arkansas Public Health Association, Inc."

ARTICLE II. PURPOSES

The Association is organized and shall be operated for the following purposes:

- a) To promote and protect the public health;
- b) To aid in the promulgation and enforcement of State and local legislation in the interest of public health;
- c) To render service and assistance in time of public emergency and necessity;
- d) To bring into closer association persons and organizations for the purpose of aiding in the promotion of public health; and
- e) To do and perform such other acts and services as are deemed to be in the interest of the public health and welfare.
- f) To promote and assist in training and education in the field of Public Health.

ARTICLE III. MEMBERS

All persons engaged in public health work, either directly or indirectly, and all persons who are interested in the advancement of public health, may become members of the Association upon payment of the applicable dues and approval of the Executive Council.

Institutional membership shall be available to organized groups or agencies.

All of the present qualified members of the Arkansas Public Health Association, an unincorporated association, shall automatically be considered members of this incorporated Association.

ARTICLE IV. EXECUTIVE COUNCIL

The affairs of the Association shall be controlled and managed by an Executive Council consisting of the President, First Vice-President, Second Vice-President, President-Elect, Secretary, Treasurer, Members-at-large, Immediate Past President of the Association, Representatives to the Governing Council of the American Public Health Association, Inc., to the Southern Health Association, to the Arkansas State Board of Health and the Chairperson of each Professional Section.

The Executive Council may adopt such rules and regulations for the conduct of its meetings and management of the affairs of the Association as it may deem proper but not inconsistent with the laws of the State of Arkansas or the adopted By-laws.

ARTICLE V. OFFICERS

The officers of the Association shall be a President, First Vice-President, Second Vice-President, President-Elect, Secretary, Treasurer, Members-at-large, Representatives to the Governing Council of the American Public Health Association, Inc., to the Southern Health Association and to the Arkansas State Board of Health. Their election shall be confirmed at the Annual Meeting of the members of the Association to serve for a term of one year unless otherwise specified by the By-laws and Articles of Association and until their successors have been elected and qualify.

ARTICLE VI. DURATION

The period of existence of this Association shall be perpetual.

ARTICLE VII. PRINCIPAL OFFICE

The principle office of this Association shall be located in Little Rock, Arkansas, or at such other place as may be designated by the Executive Council.

ARTICLE VIII. POWERS

In addition to all powers provided by the laws of the State of Arkansas, the Association and its Executive Council shall have power to do any and all things necessary, convenient, useful and/or incidental to the proper fulfillment of the corporation (provided no dividends shall ever be declared or paid to members of the Association), including, without limitation, the following powers:

- a) To purchase, rent, lease, hire or otherwise acquire, and to provide, erect, make, maintain, establish and operate offices and other facilities, and all necessary or convenient equipment for, and accessories to any or all thereof; to engage and employ such persons as may be deemed necessary or desirable in connection with any of such purposes and to pay compensation for service rendered to the corporation;
- b) To accept any gift, grant, endowment, devise, or bequest made to the corporation at any time to further its general purpose except as may be specifically prohibited by law;
- c) To acquire, hold, lease, own, develop, operate, sell, transfer, exchange, mortgage or dispose of any property, real or personal; and

d) To enter into, make, perform, carry out, cancel or rescind contracts for any lawful purpose pertaining to the purpose of the Association.

ARTICLE IX. AMENDMENTS

All proposed amendments shall be first approved by a two-thirds (2/3) majority vote of the Executive Council and a copy thereof shall be mailed to each member not less than thirty (30) days prior to the meeting. These Articles of Association may be amended, altered or repealed by a majority of the members voting at any Annual Meeting or special meeting called for that purpose.

ARTICLE X. DISSOLUTION

This Association may be dissolved by a two-thirds vote of the members of the Association. If, upon dissolution of the Association, there shall remain any property after satisfaction of all indebtedness, such property shall not be distributed to the members of the Association, but shall be given or transferred to one or more non-profit associations or corporations having purposes generally similar to this Association, same to be selected by the Executive Council. The income and property of the Association shall be applied solely toward the furtherance of the purposes of the Association and no dividends shall ever be declared or paid to the members of the Association. IN WITNESS WHEREOF, We have hereunto set our hands this 30th day of April, 1962.

Signed: Eugene C. Spratt
William H. Mann, Jr.
Mrs. Vada Russell
Mason G. Lawson, M.D.
R. D. Hardin, D.D.S.