

## **BYLAWS**

### **Healthy Arizona Project Advisory Board (As amended through and effective on April 20, 2011)**

The name of this Advisory Board shall be: Healthy Arizona Project Advisory Board, referred to in the remainder of these Bylaws as “Advisory Board.”

#### **ARTICLE I**

#### **Purpose and Scope of Work**

The Centers for Disease Control and Prevention’s Racial and Ethnic Approaches to Community Health (REACH) program takes a socio-ecological approach to eliminating racial and ethnic health disparities. The REACH Communities Organized to Respond and Evaluate (CORE) project provides an opportunity for those communities on the cusp of realizing better health and well-being at the population level, facilitated by targeted policy, system and environmental change, to achieve their goals.

The purpose of the Arizona REACH CORE grant (FY 2010 – 2012) Healthy Arizona Project, administered by the Arizona Health Disparities Center (AHDC), is to reduce health disparities related to diabetes, cardiovascular disease and related conditions among targeted populations in Maricopa County. The Project will utilize a community-driven process and applying comprehensive, evidenced-based approaches to achieve health equity improvement.

This Advisory Board is charged with providing active leadership regarding important issues facing the Healthy Arizona Project in the racial/ethnic communities of Maricopa County and developing a Community Action Plan, providing advice to the Arizona Department of Health Services and Maricopa County racial/ethnic communities on overseeing the progress of the MAPP (Mobilizing for Action through Planning and Partnerships) process, reacting to any strategic problems and give guidance to the project. The Advisory Board can make recommendations on overall strategic goals, objectives and activities of the Healthy Arizona Project. In general, this oversight can include the following areas:

- To commit support and resources from their respective areas to the project, and identify barriers to be overcome.
- To champion the project and raising awareness in the community.
- To approve strategies, implementation plan, project scope and milestones.
- To resolve strategic, policy and conflict issues.
- To drive and manage change.
- To prioritize project goals.
- To communicate and engage with other stakeholders.
- To identify and recommend the potential Community Team/Subcommittee members.
- To guide the visioning process and formulate a shared community vision & common values.

- To support Community Team/Subcommittee activities.
- To assist with disseminate the evaluation findings.

**ARTICLE II**  
**Advisory Board Oversight**

The Chair of this board and the staff of the Arizona Health Disparities Center shall be responsible for mutually developing the timelines, agendas and materials for all Advisory Board meetings.

**ARTICLE III**  
**Advisory Board Members**

**Section 1. Size.**

The board membership shall be composed of a minimum of 5 members and a maximum 7 members.

**Section 2. Qualifications.**

The Board shall include members that have expertise in public health services; health disparities; diabetes education; cardiovascular disease education; and community capacity building and mobilization. Future members will be nominated for membership by the Advisory Board.

**Section 3. Terms.**

The term of Advisory Board members shall be 1.5 years.

**Section 4. Compensation.**

Members of the Advisory Board are not entitled to compensation.

**Section 5. Officers.**

The membership shall select a Chair and Vice Chair. The Chair's term shall be 1.5 years. The Vice Chair's term shall be 1.5 year.

**Roles of Chair and Vice Chair**

- Chair Healthy Arizona Project Advisory Board meetings
- Meet with the Healthy Arizona Project Program Manager on a regular basis
- Serve as signatory on Healthy Arizona Project correspondence and provide notification to the Advisory Board
- Meet with Centers for Disease Control and Prevention officials on behalf of the Advisory Board
- Serve as a spokesperson for the project, such as community and media events

Section 6. Voting.

Each member of the Advisory Board shall be entitled to one vote when present at a meeting of the Advisory Board. No individual member shall have more than one vote. Voting and/or participation by proxy and/or alternate voter shall not be authorized.

Section 7. Vacancies.

Vacancies shall be filled within 1 month of vacancy as needed. If less than 4 members, the Advisory Board will have 3 months to return to compliance with the Bylaws. If vacancy occurs during the length of a Board member's term, their replacement will serve out the remainder of the vacant position.

Section 8. Removal.

Anyone or more of the Advisory Board members may be removed from the Advisory Board by the vote of 2/3 of full membership at a regular meeting of the Advisory Board or at a special meeting of the Advisory Board called for that purpose.

**ARTICLE IV**  
**Advisory Board Meetings**

Section 1. Meetings.

The Advisory Board shall meet, at least, on a monthly basis, with the option of every other meeting being held via teleconference. A special meeting may be called by the Chair of the Advisory Board or by written request of a simple majority of the Advisory Board, and must comply with the Open Meeting Law, and will be ratified at the next meeting of the Advisory Board. Advisory Board members shall be notified at least ten (10) days in advance of all special board meetings. A public notice will be made no later than 48 prior to a special meeting.

In the event that the Chair cannot be present to run a meeting, the Vice Chair will be requested to. If neither the Chair nor Vice Chair is unable to run a meeting, another Advisory Board member will be identified by the Chair. It is preferred that the meeting be run in person. However, the meeting may be run via teleconference.

Section 2. Notice of Meetings.

A yearly schedule of regular board meeting shall be made available to the members in January. Minutes of the previous meeting and an agenda for the upcoming meeting should be available ten (10) calendar days in advance of a board meeting.

Section 3. Attendance.

Advisory Board members are expected to attend all regularly-scheduled meetings of the Advisory Board. While telephonic participation is acceptable, each board member is required to attend at least 4 meetings per year in person.

If a member has 2 unexcused absences out of 6 in a calendar year (barring an emergency) an inquiry and the results of the inquiry together with a recommendation

shall be made by the Advisory Board of that member concerning his/her continued participation in the Advisory Board. Should extenuating circumstances prevent an Advisory Board member from complying with these requirements or should a member miss 2 consecutive meetings, the Advisory Board will deal with the situation on an individual basis and shall make a recommendation including removal.

Section 4. Quorum.

Fifty percent of the Advisory Board in person or by telephone shall constitute a quorum. Quorum will be determined by those actual members of the Board.

**ARTICLE V**  
**Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Advisory Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or state law.

**ARTICLE VI**  
**Open Meeting Law**

The Arizona Open Meeting Law shall apply to meeting of the board and its subcommittees.

**ARTICLE VII**  
**Minutes**

Accurate minutes of each advisory board meeting will be recorded, and the board shall have the right of review and correction of minutes of all meetings before publication and distribution.

**ARTICLE VIII**  
**Motions**

All motions passed by the Advisory Board will be forwarded to the Arizona Health Disparities Center for review and/or action.

**ARTICLE IX**  
**Amendments**

These Bylaws can be amended at any regular meeting of the Advisory Board by a majority of the entire membership, provided that the amendment has been submitted in written form ten (10) days in advance of the meeting.

## **ARTICLE X** **Conflict of Interest**

### **Section 1. Arizona Revised Statutes.**

A.R.S. § 38-501 through § 38-511 governs conflicts of interest of public officers and employees, including any state agencies, departments, commissions, boards and bodies. It is the Advisory Board member's continuing responsibility to observe and apply the provisions of these laws. The purpose of conflict of interest laws is to remove or limit the possibility of personal influence which might bear upon a public official's decision. The following policy can help the Advisory Board avoid situations that can damage the public's trust in the Advisory Board.

### **Section 2. Business or Professional Interests.**

Advisory Board members have outside business and professional interests. Advisory Board members may not profit, in any way, by using the Advisory Board in furtherance of outside employment or business interests, for themselves, relatives, or friends. Advisory Board members shall disclose any conflict of interest involving an issue before the Advisory Board. Advisory Board members should not participate in any issue in which they have an interest, and shall not vote on that issue.

### **Section 3. Gifts, Gratuities.**

Advisory Board members will not accept gifts, gratuities, trips, personal property or other items of value from an outside person or organization working with the Advisory Board.

### **Section 4. Personal Beliefs.**

Advisory Board members hold a wide range of personal belief, values and commitments. These may present a conflict of interest if they prevent Advisory Board members from acting for the benefit of the full organization. Advisory Board members shall not use their membership to further personal interests, or to convince other Advisory Board members, the Program Manager or Advisory Board staff to act upon the Advisory Board member's wishes. Advisory Board member efforts shall be focused on the mission of the Advisory Board and not on personal goals.

### **Section 5. Abuse of the Advisory Board Office**

Advisory Board members should not abuse their office by using the Advisory Board's staff, services, or equipment of property for their personal or family gain.

**ARTICLE XI**  
**Confidentially**

Minutes of and discussion made at an Executive Session are required by law to be kept confidential and shall not be shared with any person outside this meeting room except to:

- Members of the Advisory Board;
- A person who is the subject of the discussion pursuant to A.R.S. § 38-431(A)(1);
- The Auditor General in connection with an audit authorized by law; and
- The Attorney General's Office.

**ARTICLE XII**  
**Ethics Statement**

Members of the Advisory Board will comport themselves with dignity and strive to maintain high standards of honesty, integrity and responsibility in the conduct of the Advisory Board's business. Members of the Advisory Board will maintain a respectful degree of professionalism and ethical behavior in accordance with Arizona law.