****

ONE HEALTH COMMISSION (COMMISSION) CONSTITUTION

****

One Health is a collaborative, multisectoral, and trans-disciplinary approach - working at local, regional, national, and global levels - to achieve optimal health and well-being recognizing the interconnections between people, other animals, plants and their shared environment.

Preamble:
(1) The One Health Commission was created to further local, national and international awareness of the power of One Health.

(2) It exists to serve individuals and organizations at all levels of society as they recognize and understand the interdependence of humans, other animals, plants, and their shared environment and to further that understanding by promoting collaborative strategies for optimal health and well-being for All. Ultimately, the Commission exists in service to the harmonious balance of life and the systems that sustain it. Collectively, the entities in this paragraph are the beneficiaries of the One Health Commission.

(3) The One Health Commission envisions a world in which the interdependence of animals, environment, people and plants is systemically recognized, valued, and acted upon in all decision making for the health and well-being of all.

(4) Its mission is to connect those working to further One Health thinking, to educate about One Health and One Health issues and to create networks that work together across disciplines to improve health and well-being of humans, other animals and plants and to promote environmental resilience through a collaborative, local to global One Health approach.

Article I - TITLE, LEGAL AUTHORITY, LOCATION

Section 1. Title - The name of this organization shall be the ONE HEALTH COMMISSION, hereafter referred to as the COMMISSION.

Section 2. Legal Authority - Incorporated in the District of Columbia June 29, 2009, pursuant to the District of Columbia Nonprofit Corporation Act (D.C. Code, Title 29, Chapter 3 as amended), the Commission is a 501(c)3 tax-exempt, not-for-profit, educational, scientific, charitable organization.

Section 3. Assumed Name - The board may at times utilize an assumed 'Doing Business As' name; however, the official name shall remain the binding corporate name, One Health Commission, to transact business.

Section 4: Location - The charter of the corporation and its registered agent shall be located in the District of Columbia, USA. The Headquarters Office location may be determined by official action of the Board of Directors with the filing of appropriate certificates.

Article II - PURPOSES

Section 1: Purposes - The Commission shall be organized and operated exclusively for the following educational, scientific, charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding provision of a future tax code:

a. Contribute to and facilitate the development, implementation, and sustenance of an integrated, local to global strategy for improved health and well-being for all life based on the principles of One Health.

b. Create local, national, regional and international awareness across sectors and disciplines including the broad health and scientific community, government institutions, political leadership, industry, educators, and the general public of the power of One Health to improve the health of people, domestic animals, wildlife, plants, ecosystems, and our natural and built environment.

c. Illustrate the value of implementing One Health principles through working groups and partnerships.

d. Pursue any other lawful activities consistent with status as a 501(c)(3) organization, or the corresponding provision of a future tax code, and with the organization's Articles of Incorporation.

Section 2: Restrictions - No activity of the Commission shall support political campaigns on behalf of any candidate for public office; restrict participation on the basis of race, religion, gender or national origin; or do anything to disqualify its tax-exempt status pursuant to section 501(c)(3) of the United States Internal Revenue code.

Article III – PARTICIPATION

Section 1. Charter Members - Charter members were those Organizations and their Representatives that constituted the initial Board and staff that incorporated the Commission on June 29, 2009.

- Albert J Osbar, III, MD for the American Medical Association (AMA)
- Susan Polan, PhD for American Public Health Association (APHA)
- Ronald M Atlas, PhD, American Society for Microbiology (ASM)
- Michael Cates, DVM, MPH for the American Veterinary Medical Association (AVMA)
- Elizabeth Bishop for the Association of Academic Health Centers (AAHC)
- Wile Souba, MD, BSc, MBA for the Association of American Medical Colleges (AAMC)
- James Fox, DVM, MS for the Association of American Veterinary Medical Colleges (AAVMC)
- John Fischer, DVM, PhD for the Association of Fish and Wildlife Agencies (AFWA)
- Roger Mahr, DVM, Past President of the AVMA who championed One Health, led the One Health Initiative Task Force, and served as the founding Chief Executive of the Commission.

Section 2. General Participation shall be in accordance with the relevant section of the Bylaws.

Article IV - BOARD OF DIRECTORS (BOARD)

Section 1. Composition - The Board of Directors shall comprise a recommended minimum of 10 voting board members with at least one representative with active One Health expertise/experience from each of the human, other animal, environmental, and plant health domains. It will seek international Directors familiar with the global One Health movement. The Chief Executive of the One Health Commission shall serve on the Board ex officio and without voting privileges.

Section 2. Qualifications shall be in accordance with the relevant section of the Bylaws.

Section 3. Duties – The Board acts on behalf of the Commission's beneficiaries. It is the governing body of the organization and shall be responsible for strategy, policy, governance, and evaluation of the Commission. It shall have final responsibility for the property and financial affairs of the Commission and shall perform such duties as may be prescribed in the Bylaws.

Section 4. Terms – Board Directors shall serve 3-year terms. Terms are renewable by a simple majority vote of the full board. Terms shall be staggered to ensure continuity of leadership.

Section 5. Death, Resignation, or Removal - If a Board Director dies, resigns, or is removed from office, the Board shall select a new director in accordance with the relevant section of the Bylaws.

Section 6. Addition of New Board Directors - The Board, by simple majority of the full board, shall have the authority to select additional voting members it deems beneficial for representation of domains or regions and/or to provide needed competencies.

Section 7. Meetings shall be in accordance with the relevant section of the Bylaws.

Section 8. Chief Executive - The Board shall have the authority to select and appoint the Chief Executive to assist them in conducting the affairs of the Commission. If the Chief Executive dies, resigns, or is removed from office, the Board will appoint a Board Director or paid staff member to assume the duties of the Chief Executive until the installation of a duly appointed successor.

Section 9. Compensation - The Board shall not receive any stated salary for their services as Directors but may be reimbursed for expenses actually incurred in the performance of their duties for the Commission.

Article V – OFFICERS

Section 1. Officers - The officers of the Commission shall be the Chair, Chair-Elect, Immediate Past-Chair, and Treasurer. The Treasurer must reside in the country where the Commission's bank accounts exist.

Section 2. Election of Officers - Officers shall be elected by the Board from among its voting Directors at a regular meeting of the Board.

Section 3. Terms and Succession - Officers shall serve for a term of two years for each of the Chair, Chair-Elect, and Immediate Past Chair positions (non-renewable) and three years (renewable) for Treasurer. Except as provided in Section 5, 6 or 7, the terms of the officers shall commence at the beginning of the fiscal year and shall terminate at the end of the fiscal year following the next election of their offices.

Section 4. Duties shall be in accordance with the relevant section of the Bylaws.

Section 5. Death, Resignation, or Removal of the Chair - If the Chair dies, resigns, or is removed from office, the Chair-Elect immediately and automatically succeeds to the office and will then serve as Chair for the remainder of the Chair's term as set forth in Section 3 with the following stipulations: If the remainder of the departing Chair's term is less than one year, the assuming Chair-Elect will serve out the remainder of the Chair's term and then their own full two-year term. If the remainder of the departing Chair's term is more than one year, the assuming Chair-Elect will complete the term of the departing Chair only.

Section 6. Death, Resignation, Removal, or Succession of the Chair-Elect - If the Chair-Elect dies, resigns, becomes Chair pursuant to Section 5, or is removed from office, the Board shall elect a new Chair-Elect at their next regular meeting after the event.

Section 7. Death, Resignation, Removal, or Succession of the Treasurer - If the Treasurer dies, resigns, or is removed from office, the Board shall elect a new Treasurer at their next regular meeting after the event. A special meeting may be called by the Chair.

Article VI - AMENDMENTS

The Board shall have power to amend, alter, or repeal the Constitution and/or Bylaws of the Commission at any meeting of the Board by an affirmative vote of two thirds of the total number of voting Board members.

Article VII - NONDISCRIMINATION

The Commission does not and shall not discriminate on the basis of race, color, religion, creed, gender, gender expression, gender identity, age, national origin, ancestry, disability, marital status, sexual orientation, military status or any other protected status in compliance with applicable laws, in any of its activities or operations.

Article VIII - DISSOLUTION

Upon dissolution and after paying or providing for all debts and obligations, the Commission shall donate any remaining assets to a non-profit, tax-exempt foundation established under Section 501(c)(3) of the Internal Revenue Code, as approved by the Board.

****

ONE HEALTH COMMISSION (COMMISSION) BYLAWS

Article I - PARTICIPATION

Section 1: Categories - The Commission shall have two categories of Participants that may formally engage with and support the Commission's work:

1. Organizational (Institutional).
2. Individual.

Section 2: Participation Structure

1. **Organizational (Institutional) Donors -** Organizations or Institutions that **c**ontribute to the financial stability and sustainability of the OHC.

    a. Defined as any "social entity" formed as a business, society or association that supports the work of the Commission via financial or 'in kind' donations.
    b. This category may include governmental, non-governmental, corporate, academic, civic, and not-for-profit organizations; partnerships; cooperatives; and professional societies – public or private.
    c. The organization/institution must have a mission consistent with that of the Commission.
    d. Donors will need to meet OHC policies and be approved by the board or as recommended by a relevant committee.
    e. Donor Organizations (Institutions) may also be Partners and Partner Organizations (Institutions) may also be Donors.
    f. Donor organizations may nominate a liaison to serve as a non-voting ex officio member of the board of Directors.

2. **Organizational (Institutional) Partners** - Organizations or Institutions that provide operational, technical, or programmatic support to the Commission's One Health activities.

    a. Defined as any "social entity" formed as a business, society or association that commits to supporting the work of the Commission via a Letter of Understanding or Agreement.
    b. May include governmental, non-governmental, corporate, academic, civic, and not-for-profit organizations; partnerships; cooperatives; and professional societies – public or private.
    c. The organization/institution must have a mission that is consistent with that of the Commission.
    d. Organizational/Institutional Partnership is at the discretion of and requires review, voting, and approval of the Letter of Understanding or Agreement by a simple majority of the Board.

e. Donor Organizations (Institutions) may also be Partners and Partner Organizations (Institutions) may also be Donors.
f. Partner Organizations may nominate a liaison to serve as a non-voting ex officio member of the Board Directors.

3. **Individual Donors -** Any person who supports the work of the Commission via financial or 'in kind' donations. Individual Donors may also be Collaborators and Individual Collaborators may also be Donors.

4. **Individual Collaborators** - Any person who provides operational, technical, promotional or programmatic support to the Commission's One Health activities. Individual Donors may also be Collaborators and Individual Collaborators may also be Donors.

5. **Subscribers** - Anyone can subscribe to the Commission's International One Health Community Listserv to receive the free One Health Happenings newsletter and other relevant One Health communications. Listserv subscription does not create any duties or obligations for either Subscribers or the Commission.

Article II: BOARD OF DIRECTORS

Section 1: Governance - The business, property and programs of the Commission shall be managed and controlled by a Board of Directors consisting of a recommended not less than ten voting Directors. The Board of Directors retains those powers granted under the Articles of Incorporation.

Section 2: Qualifications - Qualifications for Directors will be determined by the Board based on experience, training, collaboration, leadership, commitment, and other factors relevant for One Health governance.

Section 3: Terms - New Directors will be selected or existing Directors renewed by the Board once a year or as needed. For the first Board established under these bylaws, new Directors shall serve a first term of one (1), two (2), or three (3) years; and pre-existing directors will be invited to continue for one (1) year for continuity, after which those pre-existing positions may be eliminated. Subsequent selections for all Directors will be for full 3-year terms. At all times, the Board shall endeavor to maintain representation of all One Health domains (as described in the glossary).

Section 4: Vacancies – If the number of Directors falls below the minimum recommended ten, or if one or more domains are not represented, the organization will actively attempt to immediately fill those vacancies, but will otherwise continue to function.

Section 5: Ex Officio Board Participants: Other individuals may be appointed by action of the Board to serve as managers, chairs, liaisons, or participants in special activities and to participate as nonvoting, ex officio members of the Board of Directors. Ex officio Board participants serve by virtue of a position or role they hold within or in relation to an external organization. Their ex officio service shall terminate upon their departure from the qualifying position or role, unless otherwise determined by the Board. Ex officio participants may be removed by majority vote of the Board at any time.

Section 6: Student Representation: The Board shall request a representative from an appropriate student One Health organization at the post-secondary level (professional, graduate, undergraduate, etc.) to serve as a nonvoting ex officio member of the Board, subject to approval of a Letter of Understanding or Agreement with that organization by a simple majority of the Board.

Section 7: Advisors: The Board Chair may appoint individuals with specialized expertise, professional experience, or community standing to serve as Advisors to the organization. Advisors are external to the Board of Directors and serve in a purely advisory capacity. Advisors have no voting rights and bear no fiduciary responsibility for the organization.

Advisors may be invited to attend Board meetings as nonvoting participants, serve on Board or organizational committees, and provide expertise or counsel to the Board and leadership on matters within their area of knowledge. The Board Chair shall notify the full Board of any Advisor appointments or departures.

Section 8: Attendance - Each Director is expected to attend all regular, special, and annual meetings of the Board. Those Directors who miss more than 25% of scheduled meetings may be removed from the Board as described in Section 10.

Section 9: Commitment and Ethics - Each Director must maintain a high commitment to the stated mission and goals of the Commission and exhibit the highest ethical standards in the conduct of business in keeping with applicable statutes and regulations such as § 29–406.30 Standards of Conduct for Directors, Chapter 4, Subchapter VI, Part C of the Code of District of Columbia (Washington, D.C.).

Section 10: Removal - In the event any Director fails to comply with their duties of commitment, ethics, or attendance, the Chair or Chair-Elect will document reasons for removal of the Director in question, formally notify that person of an intent to remove them, organize an Executive Session of Directors to hear from the Director in question and discuss the potential removal. If the performance of the Director remains in question and is found to be incompatible with the best interests of the Commission, the remaining Directors of the Board shall hold a vote by which the Director in question may then be removed with two-thirds vote.

Article III: BOARD MEETINGS

Section 1: Annual Board Retreat - When possible, the Board of Directors will meet in-person once a year at a mutually determined location. When it is not possible to meet annually in-person, an online Annual Board Retreat will convene over one or more days.

Section 2: Meetings & Notice - Frequency of regular meetings will be determined by the Board, with input from the Chief Executive, as needed, to support the Commission's activities. A tentative meeting schedule will be shared at the beginning of the year to assist with planning. Meeting through any means of communication by which all Directors participating may hear and respond to each other during the meeting are acceptable. A Director participating in a meeting by such means is deemed to be present at that meeting. Special meetings of the Board may be called by the Chair or any two Directors. Notices for such special meetings shall be provided by email to all voting Directors at least ten days in advance.

Section 3: Quorum & Voting - A simple majority of total current voting Directors being present shall constitute a quorum for the conduct of business. With a quorum present, a simple majority vote is required for action on motions, unless otherwise specified in the bylaws. Each duly appointed Director shall have one vote. Proxy shall not be permitted but online voting is allowed when deemed needed and appropriate by those Directors in attendance at the meeting.

Section 4: Rules of Order - Robert's Rules of Order (current edition) shall be followed in all meetings of the Commission, its committees and working groups, unless otherwise modified herein by these Bylaws. Attendance at Board and Board Committee meetings and minutes of actions taken shall be recorded and approved by the Board in a timely manner and maintained in a location accessible to all Board Directors.

Article IV: BOARD OFFICERS

Section 1: Duties of Board Chair

a. Conducts all proceedings of the Commission in accordance with the Constitution and Bylaws.
b. Presides over all meetings of the Board.
c. May represent the Commission in activities that require official representation.
d. Approves committee and other appointments not otherwise provided for in these Bylaws.
e. Votes last to avoid unduly influencing other votes.
f. Ensures Commission minutes are taken, reviewed, and made available to all Directors.
g. Succeeds to the office of Immediate Past Chair and retains that position for two years.
h. Initiates the annual performance evaluation of the Chief Executive by the Board.

Section 2: Duties of Chair Elect

a. Assumes the duties of the Chair in the event of the Chair's absence or inability to act.
b. Succeeds to the office of Chair after the present Chair has completed or vacated their term of office.

Section 3: Duties of Immediate Past Chair

a. Serves as an advisory and continuity resource for the Commission.
b. Assumes the duties of the Chair in the event of the Chair's and Chair-Elect's absence or inability to act.

Section 3: Duties of the Treasurer

a. Serves as a co-custodian, with the Chief Executive, of all financial assets of the Commission.
b. Holds the Chief Executive responsible for:

    i. Distributing monies to and from the general fund.
    ii. Paying all expenses of the Commission subject to the direction of the Board.
    iii. Maintaining a file of all financial records, including vouchers and invoices, for a period of at least three (3) years.

    iv. In the United States, depositing all monies in the name of the Commission in a Federal Deposit Insurance Corporation (FDIC) bank or Securities Investor Protection Corporation (SIPC) protected securities fund recommended and approved by the Board.
    v. Investing reserve funds in accordance with policies established by the Board.
c. Provides a detailed financial report yearly at a regular meeting of the Board and at such other times as the Board may request.
d. Prepares, in collaboration with OHC staff, a proposed budget for the next fiscal year to be presented for consideration by the Board before the end of October of the current fiscal year.
e. Relinquishes oversight of all funds, properties, and records to the succeeding treasurer.
f. Serves as the Chair of the Finance Committee, as applicable.

Article V: CHIEF EXECUTIVE

Section 1: Duties of the Chief Executive

a. Serves as a non-voting Director.
b. Attends meetings of the Commission Board except an official executive session called to review the Chief Executive's performance.
c. Serves as the chief administrative officer of the Commission and is accountable to the Board for managing the day-to-day operations of the Commission.
    i. Conducts business affairs of the Commission, and, in coordination with the Treasurer, collects donations, issues receipts, draws vouchers, and pays bills and expenses.
    ii. Coordinates correspondence between Commission Donors and Partners and the Board.
    iii. Supervises staff members of the Commission; hires and dismisses any paid or volunteer staff members of the Commission.
    iv. Oversees and guides Commission Working Groups and Action Teams
    v. Serves as an ex officio member of all Commission standing and ad hoc committees and working groups.
    vi. Works with Directors to prepare minutes for Board approval of Commission business and Board meetings, as applicable.
    vii. Retains copies of all Commission documents, which include, but are not limited to minutes of Commission business and Board meetings and the Commission's financial statements.
d. Assists with such other duties as assigned by the Board.

Article VI: COMMITTEES

Section 1: Types of Committees - The Commission shall have two types of committees that serve the Board: Standing Committees that address ongoing needs of the commission and Ad Hoc Committees that address tasks, issues or needs of a shorter term and/or finite duration.

Section 2: Standing Committees

a. **Nominating Committee** shall be responsible for identifying and cultivating new Board Directors as needed. It will oversee, with the Chief Executive and staff, the process of calling for, screening, and bringing forward potential new Directors to be voted on by the current standing board. This committee shall be composed of voting Directors only.

b. **Finance Committee** shall be responsible for advising the Board on appropriate budgeting and accounting practices as a 501(c)3 nonprofit corporation in the United States. Other functions of this Committee shall be to prepare an annual budget, to monitor income and expenditures, and facilitate financial audits as directed by the Board. The Treasurer shall serve as Chair of the Finance Committee. This committee may include non-voting Directors.

c. **Development / Fundraising Committee** shall, in conjunction with the Finance Committee and Commission staff, actively seek means for financial sustainability of the Commission. This could be through grant proposal writing, approaching philanthropic foundations or for-profit corporations seeking donations to support the Commission's work for One Health, leading fundraising events, developing and overseeing merchandise that can be sold to create income for the Commission and other legal means for a non-profit to generate funds to sustain the Commission. This committee may include non-voting Directors.

d. **Awards Committee** shall oversee scholarship and other awards administered by the Commission by assuring appropriate needed judges or evaluators are in place in working sub-committees and/or serving as such as required. This committee may include non-voting Directors.

Section 3: Ad Hoc Committees - Administrative, managerial, advisory and special project committees or subcommittees may be established by the Board as deemed necessary for the efficient operation of the Commission. Each committee thus created shall advise the Board on matters related to achieving the stated mission and goals of the Commission. These committees may include individuals outside the Board of Directors.

Section 4: Committee Operations - The Board Chair appoints all committee members. Each committee shall prepare and maintain written Standard Operating Procedures (SOPs) that have been approved by the Board.

Members of standing committees shall serve as determined by their SOPs. No committee is authorized to make binding decisions for the Commission that are not within its SOP. At designated meetings of the Board, there shall be a report from standing and ad hoc board committees as appropriate. Each committee must maintain a written record of its meeting attendees, minutes and actions that is accessible by Board Directors.

Article VII: FINANCE AND AUDITS

Section 1: Fiscal Year - The Commission's financial year shall commence on 1 January of each calendar year.

Section 2: Funds and Property - All funds and property held by the Commission are maintained for the purposes authorized in its charter and only in accordance with its official Mission and Goals. Bequests, gifts, loans and donations must first meet Commission policy.

Section 3: Records and Reports - The Commission's finances shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of financial reports for the Board and available upon request to Donors and Partners.

Section 4: Audits - The financial statements of the Commission shall be audited periodically as necessary under applicable law or as determined by the Board. Audits may be internal or external. External audits shall be made by a competent, certified public accountant of recognized standing who is not an officer of the Commission. Upon written request, audit reports shall be made available to Commission's Donors and Partners.

Article VIII: Glossary of Terms

Ad hoc: Something made, arranged, or done for a specific, immediate purpose. Ad hoc committees are formed to address a specific challenge or problem, and they may be time-limited (synonym: special committees).

Domain: A sphere of activity, expertise, or personal responsibility; a connected area of knowledge and influence. The One Health Commission acknowledges four domains: animal, environment, human, and plant.

Quorum: The minimum number of members who must be present at a meeting to legally conduct business, vote, or make binding decisions. As specified in these Bylaws, a quorum for Board meetings is a simple majority of total current voting Directors.

Simple majority: A majority (aka simple majority) means more than half of those voting on a matter (abstentions or blanks are excluded from this calculation). This is distinguished from a two-thirds majority (meaning more than two-thirds of those voting on a matter), which may be required only where specified in the Bylaws.

Approved by Board of Directors September 1, 2026