

# BYLAWS

## *WASHINGTON STATE ASSOCIATION OF LOCAL PUBLIC HEALTH OFFICIALS (WSALPHO)*

### **ARTICLE I: NAME**

The name of this organization is the Washington State Association of Local Public Health Officials (WSALPHO).

### **ARTICLE II: STRUCTURE AND AFFILIATION**

WSALPHO shall be registered in the state of Washington as a private, not-for-profit 501c3 organization. WSALPHO will remain an affiliate of the Washington State Association of Counties and will work in partnership with similar organizations.

### **ARTICLE III: VISION AND PURPOSE**

The vision of WSALPHO is for WSALPHO to be the collective voice for Washington State’s Local Health Jurisdictions (LHJs).

The purpose of WSALPHO is for WSALPHO to work with its partners to create and maintain a strong local governmental public health system in Washington State that improves health status in part by addressing health disparities and assuring public health interventions target social determinants in an effort to improve the health of populations. Additionally WSALPHO, in collaboration with its partners will strive to improve the health status of Washingtonians through the promotion of health, the prevention of and protection from injury and disease.

### **ARTICLE IV: MISSION**

The mission of WSALPHO is to bring together the leadership of local public health jurisdictions (LHJs) to encourage improvement in the quality, capacity, and leadership of LHJs to provide a more effective, efficient and consistent public health infrastructure throughout the state and to influence systems and advocate for policy change as appropriate/needed. Unlike the Washington State Public Health Association, WSALPHO is not primarily an advocacy organization.

To support this mission, WSALPHO shall:

- A. Educate and inform policy makers of the core public health functions and their impact at local, state, and when appropriate, federal levels including data that reflects cost avoidance and cost recovery analysis.
- B. Strive towards the integration of individual, population and systems approaches to all aspects of our work.
- C. Work towards State and/or National accreditation of LHJ's.
- D. Advocate for and support efforts to improve skills and standards of professional performance by fostering and encouraging research, implementation of best practice methodologies, continuous quality improvement and educational endeavors targeted towards succession activities.
- E. Advise the Washington State Department of Health and other governmental agencies regarding public health issues in the state.
- F. Participate with other entities to advance public health in the state including - to a limited degree and to the extent permissible – both advocacy and lobbying.
- G. Contribute to the ongoing development and implementation of the Public Health Improvement Partnership (PHIP).
- H. Actively contribute to the development of leadership from and among all the practicing disciplines of public health.

## **ARTICLE V: MEMBERSHIP**

- A. WSALPHO membership shall consist of public health leaders appointed by each LHJ.
- B. Each LHJ shall submit regularly to WSALPHO the names of its leaders who shall serve as members. LHJs may designate up to six (6) members.
- C. To remain an LHJ in good standing, annual dues and assessments must be paid. An LHJ not in good standing may not have members hold office or vote.

## **ARTICLE VI: DECISION-MAKING**

- A. Each LHJ in good standing shall have the same number of votes as members.
- B. A quorum of at least 50% of the LHJs must be present in person, by phone, or electronically for official action to be taken – except for amendments, which require a quorum and at least 2/3 vote of the members present at any regular WSALPHO membership meeting or by electronic vote, per Article XVII.
- C. The Board of Directors may direct that a mail, electronic mail, or telephone ballot be taken on matters requiring immediate decision.
- D. Any member of WSALPHO may bring a resolution forward for consideration by WSALPHO membership. Resolutions must be submitted to the WSALPHO Board of Directors that will review the resolution and prepare it for presentation to the membership.

## **ARTICLE VII: OFFICERS**

- A. Elective officers of WSALPHO shall consist of a Chair, a Chair-Elect and a Secretary-Treasurer. Only members of WSALPHO are eligible to hold office.
- B. Election of officers shall occur each September with new officers taking office on January 1 of the next year.
- C. All terms of office shall be for one (1) calendar year.
- D. In the event of a vacancy in the office of Chair, the Chair-Elect will immediately assume the duties of the office of Chair for the remainder of the unexpired term. In the event of a vacancy of the office of Chair-Elect or Secretary-Treasurer, the remaining members of the Executive Committee may make a temporary appointment until the next official meeting of the Association, at which time the vacant office will be filled by election for the remainder of the unexpired term.
- E. The Nominating Committee shall present a slate of names of officer candidates prior to September each year, and as needed to fill vacancies. The slate of officer candidates will include a broad representation of membership disciplines. Nominations may also be made from the floor for each of the offices at the time of election.
- F. Duties:

- (1) Chair: The Chair presides at meetings of the membership and meetings of the Board of Directors and performs all duties prescribed by these bylaws. The Chair, with the approval of the Executive Committee, shall appoint WSALPHO members to committees, work groups, task forces and other meetings or organizations at the state or national level as may be necessary to represent WSALPHO's interests. The Chair, in conjunction with the WSAC Executive Director, is responsible for the hiring and termination of the WSALPHO Managing Director. Between the election of new officers and the end of the calendar year, the Chair, in conjunction with WSAC, shall prepare a written evaluation of the performance of the WSALPHO Managing Director. This evaluation shall be discussed with the WSALPHO Managing Director by the Chair and WSAC. The Chair-Elect shall attend this evaluation review for continuity.
- (2) Chair-Elect: The Chair- Elect serves as the Chair in the absence or incapacity of the Chair, and is responsible for monitoring to see that the bylaws are followed and chairs the Awards Committee. The Chair- Elect shall succeed the Chair at the completion of the Chair's term of office. The Chair-Elect shall attend the performance evaluation of the WSALPHO Managing Director position.
- (3) Secretary-Treasurer: The Secretary-Treasurer is responsible for overseeing the maintenance and review of records of WSALPHO meetings, WSALPHO official actions, and correspondence. The Secretary-Treasurer is responsible for overseeing full and accurate fiscal record keeping, making reports of official financial transactions of WSALPHO as required, and chairing WSALPHO's Audit Committee.

## **ARTICLE VIII: MEETINGS AND QUORUM**

The membership shall meet face to face or by other means provided by current technology at times and places set by the Board of Directors. The annual meeting of WSALPHO shall be a face to face meeting with a quorum present in person or by phone for decisions to be made. In addition, special meetings may be called at such times and places as may be determined by the Board of Directors. Agendas for all meetings of the membership shall be transmitted via regular mail or electronic means at least ten (10) days in advance of the meetings. Meetings will be conducted in an open and organized manner. Conflict arising at meetings shall be resolved through consensus.

## ARTICLE IX: FORUMS

- A. A number of Forums shall be included to further the educational, technical and other needs of the membership. Each Forum will have a written mission statement which is consistent with WSALPHO's mission statement under Article IV.
- B. Each Forum may elect officers and collect dues.
- C. The Forum memberships may meet and conduct business as needed.
- D. Vacancies in Forum positions may be filled by appointment by the affected Forum.
- E. The Forums shall include:
  - (1) Community Health Leadership Forum (CHLF): CHLF shall include personal health directors, public health nursing directors and similar leadership positions from local health departments/ districts and at the discretion of the Forum, additional leadership position from like organizations.
  - (2) Washington State Environmental Health Directors (WSEHD): WSEHD shall include environmental health directors of local health departments/ districts and similar leadership positions from local health departments/ districts and at the discretion of the Forum, additional leadership positions from like organizations.
  - (3) Public Health Executive Leadership Forum (PHELF): PHELF shall include health officers and administrators of local health departments/ districts and similar leadership positions in local health departments/districts and, at the discretion of the Forum, additional leadership positions from like organizations. PHELF shall include a sub-forum of local Health Officers.
- F. Additional Forums are approved by the Board of Directors by consensus or a majority vote of the membership attending a regular or special meeting where a quorum exists.
- G. No Forum or Forum member may testify or publicly express an opinion that is purported to represent WSALPHO or a Forum without the express approval of the Executive Committee, Board of Directors, or Legislative Committee. This does not preclude the expression of personal opinions when they are labeled as such.

## **ARTICLE X: BOARD OF DIRECTORS**

- A. Composition - Board of Directors shall consist of:
- (1) The three (3) elected WSALPHO officers and the immediate past Chair;
  - (2) Chair of the Legislative Committee;
  - (3) Chair and one (1) other member of each of the Forums;
  - (4) WSALPHO representative to the State Board of Health;
  - (5) Chairs of other WSALPHO Committees established by the Board of Directors; and the
  - (6) WSALPHO co-chairs of the Public Health Improvement Partnership (PHIP) committees.
  - (7) Members appointed to the PHIP by WSALPHO.
  - (8) Chair of the Health Officer sub-forum under PHELF.
  - (9) The Executive Director of the Washington State Public Health Association as an ex-officio member.
- B. Vacancies - Vacancies in Board of Director positions shall be filled as provided by Article VII Section D.
- C. Quorum - A quorum of the Board of Directors shall consist of not less than ten (10) members, including at least one from each forum.
- D. Responsibility - The Board of Directors shall develop policy for WSALPHO.

## **ARTICLE XI: EXECUTIVE COMMITTEE**

- A. Composition - The Executive Committee shall consist of the WSALPHO officers and the immediate past Chair. The Executive Committee may appoint additional members.
- B. Responsibilities - The Executive Committee shall be responsible for the day to day business of WSALPHO and will meet or have phone

conferences with the Secretary of the Department of Health regularly to promote communication and coordination.

## **ARTICLE XII: OTHER COMMITTEES**

- A. Other committees shall be appointed by the Chair, with the approval of the Executive Committee.
- B. Standing committees are listed below along with the responsibilities of each:
  - (1) Legislative Committee: Shall consist of between five (5) and fifteen (15) members, one of whom shall be named as Chair. The Legislative Committee shall draft legislative priorities and positions and track legislative issues of importance to WSALPHO. The Legislative Committee shall have at least one (1) member from each forum and shall coordinate its legislation priorities and positions with the forums.
  - (2) Nominating Committee: Nominating Committee shall consist of the Past Chair and the Chair of each forum. The Nominating Committee shall nominate at least one candidate for each vacant and/or expiring officer positions.
  - (3) Recognition and Awards Committee: This committee shall consist of at least five (5) members of WSALPHO and shall be chaired by the WSALPHO Chair-Elect. Recognition and Awards Committee membership shall include representation of the various disciplines composing the voting membership and shall provide for recognition of outstanding achievement of members contributing to the health of the public. The committee will coordinate with the Washington State Public Health Association on selection for and presentation of awards.
  - (4) Audit Committee: The Secretary-Treasurer shall serve as the Chair of the Audit Committee. The Treasurers from each Forum will be members of the Audit Committee. The Board of Directors may add other such members as necessary to maintain appropriate financial oversight. The Audit Committee will review the financial records of WSALPHO at least annually. The Audit Committee report shall be approved by the Board of Directors.

## **ARTICLE XIII: FINANCES**

- A. Fiscal Year: WSALPHO's fiscal year shall begin on January 1 and end on December 31 of each year.

- B. Annual Dues and Assessments: WSALPHO operating expenses including staff salaries and benefits shall be supported in part or in whole by dues and assessments collected annually in an amount to be determined by a vote of the membership. All dues and assessments are payable to the Secretary-Treasurer upon receipt.
- C. Bank Accounts: WSALPHO bank account(s) shall be opened and used in support of official WSALPHO financial transactions.
- D. Withdrawals: Official financial transactions that require withdrawal of WSALPHO funds from its account shall require the signatures of any two of the following: a member of the Board of Directors, WSALPHO staff, or the Finance & Administration Director of the Washington State Association of Counties.
- E. Quarterly Financial Reports: The Managing Director shall provide quarterly financial reports to the Board of Directors.
- F. Annual Financial Report: The Secretary-Treasurer shall provide an Annual Financial Report that has been reviewed by the Audit Committee to the membership at the annual business meeting.
- G. WSALPHO Annual Budget: An annual budget shall be submitted by the Board of Directors to the membership for its approval at the annual meeting.

#### **ARTICLE XIV: STAFFING**

The Board of Directors shall make provisions for WSALPHO staff support by purchasing staff support from the Washington State Association of Counties or another organization as deemed appropriate.

#### **ARTICLE XV: LEGAL COMPLIANCE**

WSALPHO shall at all times comply with all applicable state and federal laws and regulations governing such organizations.

#### **ARTICLE XVI: DISSOLUTION**

In the event WSALPHO is dissolved, all assets shall be distributed to one or more private, non-profit organizations or associations supporting the interests of public health. Designation of recipients shall be accomplished by vote of the Board of Directors.

## **ARTICLE XVII: AMENDMENTS**

- A. Vote Requirements – Should a quorum of LHJs be represented as required by Article VI., these bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of at least 2/3 of the members present at any regular WSALPHO meeting or by an electronic vote.
  
- B. Notice - Notice of intent to amend the bylaws shall be mailed via US Postal Service or electronic media to each member not less than ten (10) business days in advance of voting.

These bylaws are adopted this Sixth day of April, 1995.

Amended October 5, 1997

Amended March 11, 1999

Amended June 22, 2000

Amended March, 2007

Amended December 11, 2008

Amended January 12, 2010