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**Organizational Bylaws**

Reviewed and Revised:

Adopted:

**MISSION:** The mission of the Washington State Association of Local Public Health Officials is to foster an effective and efficient public health system in Washington State, advance the interests of local public health, and improve the quality, capacity, and leadership of local public health jurisdictions.

**ARTICLE 1: NAME**

The name of this Association shall be the Washington State Association of Local Public Health Officials (WSALPHO) and henceforth referred to as the “Association”

* 1. For the purposes of this organization, “local public health” shall be defined as local governmental public health jurisdictions including; health departments, health districts, health and human service departments, and any other local government department in which public health is housed.
  2. The Association shall be an affiliate organization of the Washington State Association of Counties (WSAC) and the National Association of County and City Health Officials (NACCHO).
  3. The Association is registered as a 501 c.3 non-profit organization in Washington

**ARTICLE 2: PURPOSE & FUNCTION**

The Association is a registered 501c.3 non-profit organization that brings together the leadership of local health departments. The Association creates a constructive and collegial environment needed to advance the broad interests of public health.

The functions of the Association shall include:

1. Educate and inform policymakers of the core public health functions and impact at local, state, and when appropriate, federal levels.
2. Participate with other entities to advance public health in the state, advocating for laws and regulations that will support and advance public health
3. Advise the Washington State Department of Health and other governmental agencies regarding public health issues in the state.
   1. Support linkages among other public health leaders and agencies including the Washington Department of Health (DOH), the Washington State Association of Public Health (WSPHA), and other groups, state agencies, and associations
4. Contribute to the ongoing development of the Public Health Improvement Partnership.
   1. Provide representation on relevant committees, coalitions and workgroups in which the activities and/or mission of the group has an actual or potential statewide impact on local public health
5. Enhance leadership skills in local governmental public health professionals

**ARTICLE 3: MEMBERSHIP**

The Association shall have two classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

1. **Organizational members.** Each local public health jurisdiction in Washington State shall be eligible for organizational membership in the Association. Membership shall be contingent on payment of the Association’s dues.
   1. Organizational members will be sent a membership renewal form before the following calendar year to renew membership to the Association. Completion of the renewal form and return to the Association indicates intent for membership and allows the Association to invoice for membership dues.
2. **General Members.** Local health jurisdictions will be encouraged to have staff at all levels of their organization participate in the Association. This includes health officers, administrators/directors, supervisors, and general staff. The Association will not limit the number of staff from a local health jurisdiction.

**ARTICLE 4: DUES**

Dues for the Association shall be established by the membership on or before November 30 of each year for the subsequent year. Organizational members shall be responsible for payment of dues according to the established due schedule.

1. At the discretion of the Executive Committee, voting membership rights shall be forfeited upon failure to pay dues by June 1.
2. The Association dues, payable at the beginning of each calendar year, may be used to pay the expenses of the Association as approved in the annual budget, or by Executive Committee action on behalf of the Association between general membership meetings.
3. Due structure will be assessed annually as part of the Association budget process. Changes in dues structure and increases will be brought to the board for vote and approval.

**ARTICLE 5: MEETINGS**

**SECTION 1: General Membership**

WSALPHO shall hold two (2) general membership meetings per calendar year. The Summer Membership meeting shall be considered the Association’s Annual Meeting and be held as part of the WSALPHO Annual Conference. The Fall Membership Meeting shall be held in conjunction with the WSAC Annual Conference.

Membership meeting agendas and scheduling shall be the responsibility of the Association’s Managing Director and the Board of Directors, or the Board may appoint a Conference Planning Committee to work with the Managing Director and staff in planning the two general membership meetings.

**SECTION 2: Board of Directors**

The Board of Directors will meet regularly and will be convened by the Managing Director with adequate notice. Meeting notice and agenda items will be sent to the Board of Directors prior to the regularly scheduled meetings. Attendance in meetings may be in person, by phone conference or other agreed upon and available technology. The Board of Directors shall meet monthly with a minimum of two (2) in person meetings annually. Additional meetings may be called at the discretion of the Association President and/or Managing Director.

**SECTION 3: Committee Meetings**

Association committees will be responsible for organizing their own meeting schedule and informing members of meeting times and agendas. At the committee chairs’ request, WSALPHO staff may assist in setting agendas, taking minutes, and participating as needed. Committee chairs shall be responsible for reporting on activities to the general membership at the in person meetings.

**ARTICLE 6: VOTING RIGHTS AND PRIVILEGES**

1. Voting process for Executive Office and bylaws
2. Organizational members in good standing shall be allocated two votes within their organization. Voting members will be identified on the membership renewal form.
3. Absentee voting shall be allowed on any issue identified on the agenda in advance of the meeting.
   1. Voting members may designate an alternate representative who may vote in the absence of the member at a meeting.
   2. The absentee voting member(s) shall contact the Association Managing Director in writing, including electronic means, with the vote to be registered prior to the meeting.
   3. The Managing Director will announce the absentee vote at the meeting.
4. Voting on amendments to the bylaws and annual elections shall be completed by ballot to the membership.
   1. Bylaw voting shall take place after the fall membership meeting.
   2. Elections for the Executive Committee offices shall occur annually in May.
   3. Electronic voting will be utilized as the primary method for voting. The Association staff will work to ensure that votes are not cast in multiple from organizational members.
   4. For impartiality purposes WSALPHO’s Managing Director shall facilitate the Board of Director Offices elections.
5. Board members will assume their offices upon the close of the WSALPHO Annual Conference.
6. Voting process on legislative platforms and priorities
   * 1. The Association’s Legislative Committee will submit a call for legislative priorities to the membership. Draft proposals must be submitted, including via electronic means, to the Managing Director and Legislative Committee Chair. Any individual member of the Association is able to submit a legislative proposal, offer amendments and changes, and suggest revisions.
     2. The Legislative Committee will present priorities and platforms to the Board of Directors for discussion and approval.
     3. Any member can bring emergent and time sensitive legislative priorities to the Board for discussion and approval when issues arise that impact the public’s health.
7. Voting process on budget, policies, and other organizational tasks
   1. The Board of Directors will be tasked with approving the Association budget, operating policies and other administrative plans.
   2. Proposals will be made available to the general membership for input and review before being brought to a vote.
   3. The Board of Directors shall only take action with a quorum present, with a quorum being one-half plus one of the Board of Directors. All Board actions and decisions are approved and adopted by simple majority.
      * 1. When a quorum of the voting membership exists, decisions are made by majority vote of the members present. In the absence of a quorum of the voting membership, discussion but no action shall be taken.

**ARTICLE 7: OFFICERS, ROLES, RESPONSIBILITY, MAKE-UP, ELECTION**

**SECTION 1: Board of Directors**

The Association Board of Directors shall be the single voice and ultimate decision making body for the Association and shall have the responsibility to approve the Association’s annual budget, approve policy and legislative priorities, oversee committee work plans, approve cross agency agreements, and set membership dues.

The Board of Directors shall consist of WSALPHO’s Executive Committee (President, President-Elect, Vice President, and Past President) who are elected at-large, a designated member for each of the WSALPHO’s regions (nine (9) total), and a member designated by each of the following organizational committees; Community Health Leadership, Washington State Environmental Public Health Directors, Executive Leadership, Health Officers, Legislative and Assessment. Each Board Member shall have one vote. The Managing Director will also serve on the Association’s Board of Directors and will not be a voting member. The current President will be a voting member only in the event of a tie. The Board may designate a Nominations Committee for the purpose of soliciting qualified nominations to the various offices.

**SECTION 2: Executive Committee**

The WSALPHO Executive Committee shall have the specific responsibilities of reviewing the Managing Director’s performance appraisal, holding regular communication with state agency leadership, setting Board of Directors meeting agendas, and keeping the Board of Directors informed of potential significant issues affecting the Association or local public health. The position of Vice President will be up for election annually and move into President Elect, President, and Past President to serve out a four year term. The specific roles and responsibilities of each at-large office are as follows:

1. **President:** The WSALPHO President shall serve as Chair of the Board of Directors, perform and draft the Managing Director’s annual performance appraisal in coordination with WSAC’s Executive Director, chair monthly Executive Committee and Board meetings, represent the Association and the Board of Directors in public and legislative settings as appropriate, handle the day to day operations with the Managing Director, and take any action from the Board of Directors’ directives.
2. **President-Elect:** The WSALPHO President-Elect shall, in coordination with the Managing Director, direct engagement of regional reps and local boards of health, serve as the representative to the Washington State Public Health Association (WSPHA), assist the workforce development committee, and serve as the contact point for work related to the Overall Allocation Workgroup (OAW). The President-Elect shall assume and perform the duties and responsibilities of the President if the President is unable to carry out the duties and responsibilities of the office or in the event of a vacancy in the Office of President.
3. **Vice President:** The WSALPHO Vice President shall provide oversight to the Association budget process in coordination with the Managing Director, direct engagement to small and medium sized local health jurisdictions, assist the Managing Director and President in planning for the general membership meetings.
4. **Past President:** The WSALPHO Past President shall provide on-boarding, orienting, and mentoring of incoming Vice President, provide oversight to organizational committees, assist the conference planning committee, provides recognition to WSALPHO members at general meeting.

**SECTION 3: Regional Representatives**

Each of the nine local public health regions as outlined by the DOH shall designate a representative to serve on the Board of Directors. Regions shall determine their own process for determining representation and length on the board. Regional representatives shall engage members and general staff within their region, serve as a bridge between local jurisdictions and the Board of Directors, and assist the Managing Director in coordinating regional meetings. Regional Board Members shall represent their region, not their profession or position within their local health jurisdiction.

**SECTION 4: Committee Representatives**

Committees identified in Section 1 shall designate a representative to the board. The representative shall be responsible for communicating board activities to their committee members and vice versa.

**ARTICLE 8: COMMITTEES**

**SECTION 1: Standing Committees**

WSALPHO shall maintain six (6) Standing Committees: Community Health Leadership, Washington State Environmental Public Health Directors, Executive Leadership, Health Officers, Legislative, and Assessment. Standing Committees shall not speak on behalf of WSALPHO and shall not take any action contrary to the Board of Director’s directives. Standing Committees shall provide the board of directors an annual work-plan as well as a written year-end report summarizing the current year’s activities, a membership roster (indicating committee leadership), any pertinent financial information, and their designated Board Member Representative.

Standing Committees may submit policy recommendations to the board of directors as appropriate. Standing Committees may be created or dissolved only by action of the board.

**SECTION 3: Ad-hoc Committees**

WSALPHO’s Board of Directors may establish Policy Committees, Work Groups, Interest Groups, or Tasks Forces focused on internal WSALPHO or external local public health matters. Examples of policy committees include: Administrative rule making, member services. Examples of Work Groups include: Workforce Development, State/Local Funding. Examples of Interest Groups include: Healthy Communities and Health Care Reform. All groups shall be open to all members in the Association. Any Policy Committees, Work Groups, and Task Forces created shall provide the WSALPHO Board of Directors an annual written work-plan and a membership roster (indicating committee leadership). All groups may submit policy recommendations to a Board Officer or the Managing Director, as appropriate, for transmittal to an appropriate Standing Committee(s) for further review and a final recommendation to the WSALPHO Board of Directors.

**ARTICLE 9: PAID STAFF**

The Association is authorized to hire part-time, full-time, or contracted staff with reasonable concern for financial limitations of the Association. Individual(s) hired, salaries, and benefits to be paid are subject to approval of the Executive Committee. Paid staff shall perform duties specified in a formal job description or agreed upon during the interview process and/or contractual process. The Association Executive Committee and the Executive Director of WSAC has responsibility and oversight of the Managing Director. Other staff and contracts shall be overseen by the Managing Director. Staff members may be terminated by majority vote of the Executive Team and WSAC Executive Director. Any contracted staff may be terminated by majority vote of the Executive Team and Managing Director.

**ARTICLE 10: DISSOLUTION**

The Association may be dissolved by a unanimous vote of the Board of Directors at one of the general membership meetings. In the event that the Association is dissolved, all assets remaining after payment of outstanding indebtedness shall be divided among participating counties and districts in prorated shares equal to the proportion of their dues contribution to the Association in the last (2) years of operation.

**ARTICLE 11: AMENDING THE BYLAWS**

Amendments to the WSALPHO bylaws may be proposed by any general member and shall be submitted to the Executive Committee. The Executive Committee shall bring proposed amendments to the Board of Directors and general membership for discussion and action at the fall membership meeting. Amendments require ratification of a simple majority of the organizational membership.