

**Constitution and By-laws of the**  
**KANSAS ASSOCIATION OF LOCAL HEALTH DEPARTMENTS****Kansas**  
**Association of Local Health Departments (KALHD)**  
**KALHD**

**ARTICLE I – NAME AND INTENT**

The name of this organization shall be the Kansas Association of Local Health Departments, hereafter designated as the Association.

The intent of this constitution and these by-laws is to comply with all applicable state and federal laws.

**ARTICLE II—OFFICES**

The principal office of KALHD is 300 SW 8<sup>th</sup> Avenue, Suite 300, Topeka, Kansas 66603.

**ARTICLE III—MISSION STATEMENT**

The Kansas Association of Local Health Departments is dedicated to strengthening local health departments for the purpose of improving and protecting the health of all Kansans.

**ARTICLE IV—MEMBERSHIP**

A member shall be a local health department engaged in the delivery of public health services at the local level of less than statewide scope whose annual assessments have been paid. The local health officer and/or chief administrator of the local health department shall be the recognized representative of member departments to the association unless otherwise delegated by the member department.

**ARTICLE V-OBJECTIVES**

The objectives of the KALHD Board shall be:

1. To support the association’s vision: a system of local health departments committed to helping all Kansans achieve optimal health by providing Foundational Public Health Services
2. To represent the collective voice of local health departments and to enable KALHD to accomplish the association’s mission
3. To work cooperatively whenever feasible with community, civic, governmental, and other health partners to increase knowledge of and access to public health services
4. To serve as a liaison to KDHE to further the public health at the program and policy making levels

**ARTICLE VI—OFFICERS, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

***Section 1.***

The officers of the Executive Committee of the Association shall be as follows:

- a) President
- b) President-Elect

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- c) Secretary-Treasurer
- d) Past President

#### Section 2.

The Board of Directors of the Association shall be as follows:

- a) Officers of the association
- b) Six district representatives
- c) Two members at large
- d) KALHD representative to the Kansas Association of Counties' Board of Directors

4) Each district may also have a designated alternate.

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#### Section 3.

a) a- All board members of the Association will be selected from representatives from member departments.

b) b. The position of KALHD representative to the Kansas Association of Counties' Board of Directors shall be appointed by the board president. Preference will be given to existing KALHD Board members (conferring upon the appointed individual a dual role and preserving the number of 12 KALHD board members); however, if no current KALHD Board member is able to fulfill the duties of the Kansas Association of Counties position, another KALHD member may be appointed (bringing the total number of KALHD Board members to 13 for the duration of the appointment). The representative may serve up to two, two-year terms on the Kansas Association of Counties' Board.

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c) -All members of the Board of Directors, and all alternates, shall adhere to KALHD's Governance Guidelines. The Board of Directors will review the Governance Guidelines at least annually, and sign, to ensure all members of the Board of Directors remain familiar with the content.

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#### Section 4.

a. Governance Committee—Prior to the annual meeting, the President shall appoint a Governance Committee consisting of three representatives charged with recommending the name of at least one representative for each elective office.

b. District Representatives—Prior to the annual meeting, the current KALHD representative will forward name(s) of representatives and alternates to the Governance Committee to be placed on the election slate for presentation at the annual meeting. In the event any district does not recommend a representative by 30 days prior to the annual meeting, the Governance Committee shall recommend at least one candidate for representative and one for alternate, to be voted on at the annual meeting. If the district representative is unable to attend a Board of Directors meeting, the district shall be represented by the alternate.

c. Voting—Following the Governance Committee's report at the annual meeting, the President shall call for any additional nominations from the floor prior to the election. Election shall be determined by majority vote of active representatives voting.

#### Section 5.

In case of a vacancy in any elective office, if there is a filled designated alternate position, the individual serving as the alternate shall move into the vacancy. In any other circumstance, the

Board President shall appoint a qualified representative to serve for the unexpired term. Vacant alternate positions shall remain unfilled between new terms.

*Section 6.*

The terms of all officers shall be for one year, from annual meeting to annual meeting of the association, with the exception of district representatives, district alternates, and the members-at-large, who will serve two-year staggered terms. Districts 1, 3, and 5, and their alternates, will be chosen at the annual conference in even-numbered years. Districts 2, 4, and 6, and their alternates will be chosen at the annual conference in odd-numbered years.

*Section 7.*

The officers, members-at-large, and district representatives shall constitute the Board of Directors, which shall be the governing body of the association and shall conduct the affairs for the association in a legal fashion in accordance with the provisions of the constitution and by-laws.

*Section 8.*

Alternates have the full powers of board members when their corresponding district representative is not present at a meeting of the Board of Directors. This includes, but is not limited to, counting towards quorum requirements, making motions, seconding motions, and participating in votes of the Board of Directors. Should the corresponding representative arrive at the meeting later, said representative shall immediately assume their Board of Directors powers and duties, and the corresponding alternate will no longer function as a board member at the meeting.

*Section 9.*

If a member of the Board of Directors, or an alternate, is in violation of the KALHD Governance Guidelines, it is grounds for removal from the Board of Directors. A member of the Board of Directors may make a motion for removal, citing the provision(s) of the Governance Guidelines that are believed to be violated. Upon a second, such a removal motion will require two-thirds of present Board of Directors members to enact. The Board of Directors' member subject to the vote is barred from voting on such a motion, though they still count for quorum purposes and towards the two-thirds vote threshold. If enacted, the Board member in question is immediately removed from office.

If a member of the Board of Directors misses three Board of Directors meetings in a row, without excuse, it is grounds for removal from the Board of Directors. A member is considered excused so long as the member provides at least 24 hours' notice of their non-participation to the KALHD President, KALHD staff, and/or their designated alternate (if applicable). Any member of the Board of Directors who has missed at least six meetings in their term, regardless of excuse, faces grounds for removal from the Board of Directors. For either scenario, a member of the Board of Directors may make a motion for removal, citing the specific attendance violation. Upon a second, such a removal motion will require a simple majority of present Board of Directors members to enact. The Board of Directors' member subject to the vote is barred from voting on such a motion, though they still count for quorum purposes and towards the majority vote threshold. If enacted, the Board member in question is immediately removed from office. Alternates are not subject to attendance requirements.

*Section 10.*

Any Board of Directors member may resign their position by providing written notice to at least one member of the Executive Committee.

## **ARTICLE VII—DUTIES OF OFFICERS**

### *Section 1.*

The President shall supervise the affairs of the association and preside at all meetings during the year following the annual meeting when elected. The President shall be the chairperson of the Board of Directors.

### *Section 2.*

The President-Elect shall perform the duties of the President in the event of the President's absence or of a conflict of interest. Additionally, the President-Elect shall serve as Chairperson of the Conference Committee.

### *Section 3.*

The Secretary-Treasurer shall notify each member on or before the annual renewal date of the amount of dues payable for the following year; shall collect all dues and any other revenues of the association; and shall maintain a complete record of all association activities and transactions. The Secretary-Treasurer may delegate all or a portion of these duties to the Executive Director but will retain responsibility for oversight of any delegated duty. The Secretary-Treasurer shall serve as Chair of the Finance Committee.

## **ARTICLE VIII—COMMITTEES**

### *Section 1.*

In addition to the standing committees identified in this article, the President is empowered to ~~create appoint~~ such additional ad hoc committees, and oversee appointment of committee members, as may be required to advance the best interest of the association and enable it to fulfill its objectives. Unless the President secures approval of the Board of Directors not to fill and activate certain committees, the following standing committees will be maintained and appointed by the President for a term of one year.

- a) ~~Conference Committee~~
- b) ~~Legislative Committee~~
- c) ~~Governance Committee~~
- d) ~~Finance Committee~~

### *Section 2.*

Representatives from member departments, KALHD staff, or other public health professionals may serve on any ad hoc committee. KALHD committees shall be chaired by a KALHD member or the Executive Director. Committees will present their recommendations to the Board of Directors for final approval by the Board.

### *Section 3.*

~~The Conference Committee, in combination with the Executive Director, shall organize and facilitate the convention details of the midyear/annual meeting. This shall include providing the meeting room, any food service, and any entertainment. All agreements with hotels, catering services, entertainment groups and other providers of convention services shall be in writing and filed with the Executive Director or Secretary-Treasurer of the Association. In addition, this committee shall develop the formal program and make all arrangements for presentation of such programs at the midyear/annual meeting. The President-Elect shall serve as the chair of the Conference Committee.~~

### *Section 4.*

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The Legislative Committee shall each year develop an annual legislative statement detailing the official position of the Association on legislation and legislative matters pertaining to public health programs and problems. This legislative statement shall be approved by the membership at the KALHD annual meeting. Based on this approved legislative statement, the committee shall use this legislative statement ~~upon~~for issues between local health departments and related state and federal agencies, bodies, and organizations. The Past President shall serve as the chair of the Legislative Committee, and the KAC Representative will be a permanent member of the committee.

~~Section 5.  
The Finance Committee shall provide financial oversight and planning of the association, make recommendations to the Board of Directors regarding financial policies, and review the annual audit and report. The Secretary treasurer shall serve as chair of the Finance Committee.~~

~~Section 64.~~  
The Governance Committee, consisting of three representatives, shall recommend the name of at least one representative for each elective office and present the slate of candidates to the membership at the annual meeting.

**ARTICLE IX—MEETINGS**

*Section 1.*  
The regular mid-year and annual meeting of the association shall be held at the time and place designated by the Board of Directors. The membership shall receive written notice of the annual meeting at least 30 days in advance.

*Section 2.*  
Special meetings may be held at such times and places as designated by the Board of Directors. Notice to be sent out by the Executive Director at least 10 days in advance.

*Section 3.*  
The Board of Directors shall direct business of the association between annual meetings. It shall meet at least once per year in addition to convening in connection with the mid-year and annual meeting. A majority of the Board of Directors shall constitute a quorum. An alternate may count for quorum purposes if they are present and their corresponding representative is not.

*Section 4.*  
The Executive Committee may act on behalf of the Board of Directors in the absence of a Board meeting or if business must be conducted prior to the next scheduled Board meeting. Any such decisions will be made known to the Board at the next Board meeting.

*Section 5.*  
During the annual and mid-year meetings of the Association the following should be applied: nominations/elections, ~~and dues changes, and by laws amendments. These are enacted by a~~ simple majority of active members present and voting

**ARTICLE X—ASSESSMENTS AND DUES**

*Section 1.*  
The annual assessment of members shall be recommended by the Board of Directors at the mid-year or annual meeting.

*Section 2.*

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The fiscal year of the association shall be the calendar year. Annual assessments and dues for any year shall become payable on January 1. The names of members whose assessments or dues have not been received by March 31 shall be removed from the membership roll. A member may pay dues and be placed in good standing at any time during the year; dues will not be pro-rated.

#### **ARTICLE XI—AMENDMENTS**

An amendment of the constitution and by-laws may be adopted only at the mid-year ~~and or~~ annual meetings upon affirmative vote of at least two-thirds of the members present and voting at such meeting. Proposed amendments may be presented by individual members from the floor or by the Board of Directors.

~~*Adopted by the membership at the November 13, 2018 annual meeting.*~~

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