

Constitution and Bylaws of the Kansas Association of Local Health Departments (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—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 III—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 IV-OBJECTIVES

The objectives of the KALHD Board shall be:

- a) 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
- b) To represent the collective voice of local health departments and to enable KALHD to accomplish the association's mission
- c) To work cooperatively whenever feasible with community, civic, governmental, and other health partners to increase knowledge of and access to public health services
- d) To serve as a liaison to KDHE to further the public health at the program and policy-making levels

ARTICLE V—OFFICERS, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1.

The officers make up the Executive Committee of the Association and are as follows:

- a) President (the President-Elect moves into this position the year following their President-Elect term)
- b) President-Elect
- c) Secretary-Treasurer
- d) Past President (the President moves into this position the year following their President term)

Section 2.

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

- a) Executive Committee (the 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

Each district may also have a designated alternate.

Section 3.

- a) All board members of the Association will be selected from representatives from member departments.
- b) The position of KALHD representative to the Kansas Association of Counties' Board of Directors shall be appointed by the board president. This representative shall be a voting member of the KALHD board, but if the appointed individual is already a board member they will function in a dual role and continue to solely hold one vote and not impact the total count of board members.
- 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 to ensure all members of the Board of Directors remain familiar with the content.

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.

- a) In case of a vacancy in an elective office, if there is a filled designated alternate position, the individual serving as the alternate shall move into the vacancy.
- b) If the Board President's position becomes vacant, the President-Elect shall become the President to complete the remainder of the former President's term. The President-Elect position will also still be occupied by the new President, so that they may serve the complete term as President for which they were elected. No board member may have more than one vote and thus the President-Elect is functionally vacant for voting purposes and the board total is dropped by one while this situation exists, adjusting quorum needs accordingly.
- c) Should the Board President and President-Elect positions become vacant, the Past President will function as President on an interim basis until the next Board of Directors meeting, at which time the Board shall elect a President to complete the remaining term. After the election the Past President will resume functioning as the Past President, and the President-Elect position will remain vacant until the next membership vote for elected offices at the annual meeting.
- d) In any other vacancy circumstances, the Board President shall appoint a qualified representative to serve for the unexpired term.

- e) Vacant designated alternate positions shall remain unfilled until the next membership vote for elected offices at the annual meeting.

Section 6.

The terms of all directors shall be for one year, 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. All terms start on January 1 after their relevant election. In instances where a President is not moving into the role of Past President, preference is given for the most recently available Past President to fill the term. If no such person is willing or available, the President as of January 1st may appoint a representative to the role.

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 bylaws.

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). The KALHD President or KALHD Staff will inform the member when they are one absence away from triggering a removal vote. Once the absence threshold is met, a vote is automatically triggered. A removal vote 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, 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. If the removal vote fails, the absence criteria is considered reset and prior absences do not count towards a new vote. 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 or to the KALHD Executive Director.

ARTICLE VI—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.

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.

Section 4.

The Past President shall perform the duties of the President in the event of the President's absence or of a conflict of interest and the President-Elect's absence or of a conflict of interest.

ARTICLE VII—COMMITTEES

Section 1.

In addition to the standing committees identified in this article, the President is empowered to create 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) Legislative Committee
- b) Governance 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 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 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 4.

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 VIII—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, and only filled Board positions count for quorum calculation purposes. 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. These are enacted by a simple majority of active members present and voting.

Section 6.

In the event of a Board of Directors meeting where the President, President-Elect, and Past President are not present, the KALHD Executive Director will run the meeting or appoint someone to the role should the Executive Director also be unable to attend.

ARTICLE IX—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.

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 X—AMENDMENTS

An amendment of the constitution and by-laws may be adopted only at the mid-year 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.

Bylaws as stated above adopted by the KALHD Membership at the KALHD Annual Meeting on October 19, 2022