

CALPHO

Colorado Association of Local Public Health Officials

BYLAWS

June 8, 2005

Revised May 21, 2010

ARTICLE I: NAME AND OFFICE

Section A: Name

The name of this organization is the Colorado Association of Local Public Health Officials (henceforth referred to as "CALPHO" or the "Association").

Section B: Office

- 1) Principal Office. The principal office of the Association initially shall be at **800 Grant Street, Suite 335, Denver, CO 80203**. The Association may keep and maintain such other offices, either within or outside the State of Colorado, as the board of directors ("Board") may designate or as the business of the Association may require.
- 2) Registered Office. The Association shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose business office is identical with such registered office. The initial registered office and the initial registered agent are specified in the articles of incorporation. From time to time, the Association may change its registered office or change its registered agent, or both, upon filing a statement in the office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply.

ARTICLE II: STRUCTURE AND AFFILIATION

CALPHO will be an affiliate of the National Association of County and City Health Officials (NACCHO).

ARTICLE III: VISION, PURPOSE AND OBJECTIVES

CALPHO is the statewide organization representing local public health agencies in Colorado.

Section A: Vision

Its vision is to bring together the leadership of local public health agencies in each county, including health officers, administrators, community health nursing directors, and environmental health directors, to create a constructive and collegial environment to advance the broad interests of local public health.

Section B: Purpose

Its purpose is to foster an effective and efficient public health system in Colorado and to encourage improvement in the quality, capacity, and leadership of local public health agencies. .

Section C: Objectives

To support this vision, CALPHO shall:

- 1) Identify and promote needed changes in established public policy at the local, state and federal levels that affect public health.
- 2) Promote improved cooperation and coordination with the Colorado Department of Public Health & Environment for the continued improvement of the public health system in Colorado.
- 3) Promote improved cooperation between the public health system and other components of Colorado's health care delivery system.
- 4) Develop a unified approach to State legislative issues relating to public health.

- 5) Share information, address issues, and help each other resolve concerns unique to local public health agencies and the duties of the Public Health Director of each of these agencies.
- 6) Promote and support public health leadership and the development of public health leadership through:
 - a) Communication and distribution of public health information and ideas to keep local health officials informed and current.
 - b) Fostering innovation in local health departments through the exchange of ideas and consultation among local health officials.
 - c) Provision of educational programs or forums.
- 7) Represent and advocate for local public health:
 - a) With policy-makers, related organizations and agencies, and the public.
 - b) On a statewide basis, building coalitions with other related statewide organizations and associations
- 8) Support effective local public health practice and systems to improve community health status through such efforts as participation in the development and implementation of local public health program standards.

ARTICLE IV: MEMBERSHIP, DUES AND EXPECTATIONS

Section A: Membership

- 1) Local public health agencies in Colorado shall be eligible for membership in the Association. Membership shall be contingent on payment of the Association's dues. Until December 31, 2010, agencies that paid dues to CALPHO and/or the former PHDoC shall be considered CALPHO members.
- 2) The Public Health Director (or a delegate) of the local public health agency member shall be entitled to vote on behalf of that agency on any matter to which a member is entitled to vote.
- 3) The Executive Director (or a delegate) of Colorado Department of Public Health and Environment (CDPHE) shall be entitled to one vote on behalf of that agency as a member of the Association.
- 4) Membership in the Association shall include affiliate groups who are established organizations formed based on agency positions, and who are approved for membership by the Executive Committee. Such members shall designate their President (or qualified representative) to serve on the CALPHO Board and Executive Committee and represent CALPHO in any official capacity.

Section B: Dues

Dues will be established for the following year by a majority vote of the Board by August 1st.

Section C: Expectations of Membership

Member agencies/members will:

- 1) Assure payment of dues by March 31st to maintain voting capacity.
- 2) Support and/or respect the decisions made by the Association.
- 3) Assure participation in the organization and in voting.

ARTICLE V: OFFICERS

Section A: Titles, Election and Term

- 1) Elected officers of CALPHO shall consist of a President, a Vice President, a Secretary, a Treasurer, and the Immediate Past President.
- 2) The Nominating Committee shall present a slate of board candidates at the time of the Annual Meeting, and as needed to fill vacancies. The nominations also may be made from the floor for the Board at the time of election.
- 3) Election of officers by member agencies shall occur annually.
- 4) All officers shall be elected for one-year terms and may be re-elected, except the President who may serve no more than three consecutive terms.

Section B: Eligibility

- 1) Only Public Health Directors serving on the CALPHO Board at the time of the election are eligible to hold the office of President, Vice President, Secretary, and Treasurer.

Section C: Duties

- 1) The **President** presides at meetings of the membership and meetings of the Executive Committee and performs all duties prescribed by these bylaws. The President, with the approval of the Executive Committee, shall appoint CALPHO members to attend committees, work groups, task forces and other meetings or organizations at the state or national level as may be necessary to represent the interests of the Association. The President, with the approval of the Executive Committee, may create other committees.
- 2) The **Vice President** serves as the President in the absence or incapacity of the President and is responsible for monitoring to see that the by-laws are followed. The Vice President shall cause to be prepared and timely filed such annual reports and returns as are required by law.
- 3) The **Secretary** is responsible for reviewing and assuring maintenance of records of Association meetings, Association actions, and official correspondence. Official minutes of the meetings shall be recorded by the Secretary.
- 4) The **Treasurer** is responsible for keeping full and accurate fiscal records, and making reports of official transactions of finances of the organization, as they are required.
- 5) The **Immediate Past President** shall be a member of the Executive Committee and shall appoint members of and serve as the Chair of the Nominating Committee.

Section D: Vacancies

- 1) If an officer is unable to fulfill his or her duties due to illness or other incapacity, the Board shall have the authority to appoint an individual who shall fulfill the duties and shall exercise all of the rights and powers of the incapacitated officer during his or her incapacity.
- 2) In the event of a vacancy in the office of president, the vice president will immediately assume the duties of the office of president for the remainder of the unexpired term.
- 3) In the event of a vacancy of the office of vice president, secretary, or treasurer, the remaining members of the Executive Committee shall elect a replacement to serve the remainder of the unexpired term.

ARTICLE VI: CALPHO BOARD (a.k.a. Board)

The Board of CALPHO shall manage and conduct the property, affairs, and business of the Corporation. The members of the Board are referred to as director or directors as the context might require.

Section A: Qualifications, etc.

The directors of the Corporation shall be natural persons at least eighteen years of age or older.

Section B: Term, tenure, membership

Membership to the board is contingent on agency membership in CALPHO. A director may serve successive terms as long as membership is current and active. The initial directors shall be provided for in the articles of incorporation. The Board of Directors shall consist of the Public Health Directors (or a designated representative) of the member agencies, the Presidents (or designated representatives) of the Colorado Public Health Administrative Directors (CoPHAD), the Colorado Directors of Environmental Health (CDEH), the Colorado Public Health Nursing Directors (CPHND), and one voting representative from the Colorado Department of Public Health and Environment (CDPHE). The CALPHO Board may vote in additional Board members through the inclusion of other affiliates at a later date.

Section C: Duties

The Board provides overall guidance to the organization and advises the Executive Committee and the Executive Director regarding the operation and business of the organization.

ARTICLE VII: MEETINGS, VOTING AND QUORUM

Section A: Meetings

- 1) Regular meetings of the Association shall be held not less than once each calendar quarter. Members are considered present at the meeting if they attend and participate in person, by phone, or via other available electronic method (e.g. webcast or other technology that becomes available).
- 2) Special meetings may be called by the President or 20% of the members at any time. Upon request of a meeting, the President shall provide information regarding the time, place and the reasons for such a special meeting to the membership of the Association at least five working days prior to the meeting.
- 3) The October meeting shall be designated as the annual meeting.

Section B: Voting

- 1) Each member of the Association shall have one vote, except when a member requests to have votes counted both by agency and by population represented. In that event, the vote shall be tallied both by agency and by the population represented by each agency.
- 2) Members shall be allowed to appoint a designated alternate to represent them at meetings of the Association. Such alternates may be given the member's proxy to vote, and be limited to one vote per agency.
- 3) At any regular or special meeting of the Association, a CALPHO member may request that prior to finalizing a vote on any official Association position that the vote be sent by electronic mail to each member of the Association. The President shall determine the deadline for casting votes based upon the immediacy of the issue. It is expected that all members shall vote whenever possible.
- 4) A simple majority of the voting members of the Association is required for adoption of an official position, unless a member requests to have votes counted both by agency and by population. In that event, adoption of a position will occur only if both: (1) the majority of the agencies voting AND, (2) the agencies serving the majority of the population support the position. Affiliates and CDPHE are exempted from any population-based vote.
- 5) The Association may act between meetings by written ballot or electronic mail.

Section C: Quorum

A quorum is achieved if one-third of the members are present or on the phone at a meeting.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section A: Membership

- 1) The Executive Committee shall include the officers and immediate past president of the organization, along with the Presidents (of designated representatives) of CoPHAD, CDEH and CPHND.
- 2) Until December 31, 2010, the Executive Committee shall consist of the officers of CALPHO and the former PHDoC.
- 3) The Executive Committee may be expanded at a later date as long as Directors always constitute the majority of the Committee.

Section B: Responsibilities

The Executive Committee will be responsible for the general business of CALPHO. It shall have general supervision of the affairs of the Association between its business meetings, fix the hour and place of meetings, make recommendations to the Association, and shall perform such duties as are specified in these bylaws. The Executive Committee shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

Section C: Meetings

Meetings of the Executive Committee shall be called by the President or by written request of two (2) members of the Executive Committee.

Section D: Vacancies

Vacancies in the elected positions on the Executive Committee will be filled as provided in Article VII, Section D. of these bylaws.

ARTICLE IX: AFFILIATES AND COMMITTEES

Section A: Affiliates

- 1) CALPHO membership includes affiliates whose organizations are based on positions within public health agencies. Such affiliates include the Colorado Public Health Administrative Directors (CoPHAD), Colorado Directors of Environmental Health (CDEH) and Colorado Public Health Nursing Directors (CPHND).
- 2) The President (or designated representative) of approved affiliates shall have a voting seat on the CALPHO Board and the Executive Committee so long as Directors continue to hold a majority.
- 3) Additional affiliates may be added by a majority vote of the Board.

Section B: Standing Committees

- 1) In addition to the Executive Committee, the standing committees of the Association shall be:
 - a) Nominations Committee
 - i) The Nominations Committee shall consist of three (3) voting members. The Immediate Past-President shall serve as chairman of the committee.
 - ii) The Committee shall present a slate of candidate for Directors and Officers at least thirty (30) days prior to the annual meeting.
- 2) Such other committees (standing or special) shall be appointed by the President as the Organization or the Executive Committee shall from time to time deem necessary to carry on the work of the Organization.

- 3) The President (or delegate) shall be an *ex officio* member of all committees except the Nominating Committee.
- 4) The committee chair will provide the Association President or the Executive Director (for dissemination to the Executive Committee and the Board) copies of all meeting minutes.
- 5) All committee appointments except for the Nominating Committee shall be for a term of one year, or until their successors are appointed and assume office.

Section C: Special Committees

- 1) Committees to carry on the work of the organization will be established as needed by the President. The President may appoint such special committees and define their duties as deemed appropriate to transact the business of the Association. These committees will provide recommendations and report to the Board, and will not take action for the organization without Board or Executive Committee approval.
- 2) Special committees shall be dissolved at the end of the official term of the appointing President, unless their commission is completed at an earlier date or unless continued by the new President.
- 3) Special committees may include representatives who are not CALPHO Board members as long as it is approved by a majority of the Executive Committee.

ARTICLE X: FINANCES

Section A: Definition

Finances for CALPHO include fiscal year, insurance, dues, bank account, budget and financial reports and accountability.

Section B: Fiscal Year

The fiscal year of the CALPHO shall commence on January 1, and terminate on the last day of December of each year.

Section C: Insurance

CALPHO may purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary, agent; or was serving as a director, officer, partner, trustee, employee, fiduciary of another domestic or foreign Corporation, nonprofit Corporation or other person or an employee benefit plan of the Corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under Sections 7 hereof.

Section D: Dues

Expenses of the organization shall be supported in part or in whole by dues collected annually in an amount to be determined by consensus of the Board. All dues and assessments are payable to CALPHO and are due no later than March 31.

Section E: Grants and Contracts

CALPHO may seek and administer grants and contracts, including those where CALPHO acts as a fiscal agent, provided such grants and contracts are consistent with the purpose of CALPHO.

Section F: Banking Accounts

Bank accounts will accommodate the financial transactions of CALPHO. The Board of CALPHO will set the amount above which two signatures will be required. Signatory authority is granted to the Executive Director and members of the Executive Committee.

Section G: Budget

An annual budget shall be submitted by the Executive Committee to the Board for its approval by October 1.

Section H: Annual Financial Reports and Accountability

The Treasurer or the Executive Director shall provide financial reports to the membership. The Treasurer or the Executive Director shall arrange for periodic audits, at a minimum audits will be completed with the change of Treasurer or Executive Director.

ARTICLE XI: STAFFING

The Executive Committee may make provisions for contracting or hiring an Executive Director.

ARTICLE XII: RATIFICATION

Ratification of these bylaws shall require an affirmative vote of two thirds of the dues paying member agencies voting.

ARTICLE XIII: LEGAL COMPLIANCE

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

ARTICLE XIV: DISSOLUTION

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

ARTICLE XV: AMENDMENTS

Changing of amendments and policy on CALPHO books and records will be followed through the following guidelines:

- a) The bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the dues paying member agencies present at any regular meeting of the Association.
- b) Notice of intent to amend the bylaws shall be mailed via U.S. Postal Service or electronic medium to each member with the agenda for the regular meeting where the vote occur, and with not less than 10 business days advance notice of the meeting.
- c) All books and records of CALPHO may be inspected by any member of the board, personally or through his/her agent or attorney, for any proper purpose and at any mutually convenient time.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

Except as otherwise may be specified by these by-laws or actions of the membership from time to time, all meetings of the Association shall be conducted in accordance with the rules contained in the current edition of *Robert's Rules of Order, Newly Revised*.

ARTICLE XVII: CONFLICTING INTEREST TRANSACTIONS

A "conflicting interest transaction" means a contract, transaction, or other financial relationship between the Association and a director of the Association, or to the extent known by the board member between (a) the Association and a party related to a director, or (b) the Association and an entity in which a director of the Association is a director or officer or has a financial interest. For purposes of this article, a "party related to a director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to the director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest. A conflicting interest transaction shall not be permitted unless (i) the material facts as to the director's relationship or interest and as to the conflict interest transaction are disclosed or are known to the Board or the committee of the Board that authorizes, approves, or ratifies the conflicting interest transaction, and the Board or such committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; (ii) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the directors entitled to vote thereon, and the conflict interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the directors; or (iii) the conflicting interest transaction is fair as to the Association. No loans shall be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until the repayment thereof.

These By-Laws approved this 8th _____ day of _____ June _____, 2005.

By _____