



BYLAWS

of the

WEST VIRGINIA ASSOCIATION OF LOCAL HEALTH DEPARTMENTS

as a section of

West Virginia Public Health Association

ARTICLE I

NAME

The name of this organization shall be the West Virginia Association of Local Health Departments, hereinafter referred to as “the Association” or “this Association.”

BACKGROUND

The West Virginia Public Health Association was founded in 1924 as the organization for public health concerns. The West Virginia Public Health Association is a collaborative membership comprised of public health professionals from the WV Bureau for Public Health, Employees of all West Virginia Local Boards of Health which covers all fifty-five counties, and other individuals that serve in areas of Public Health. The West Virginia Public Health Association became a 501(c)(3) organization within the state of West Virginia in 1991. The West Virginia Association of Local Health Departments is comprised of paid membership/s from local health departments and its employees. The West Virginia Association of Local Health Departments has served as the partnership for the local health department system in the state of West Virginia with its own elected officers, executive council, committees, and by-laws.

ARTICLE II

VISION

Visibly active, thriving local health departments creating healthy, safe communities in West Virginia

ARTICLE III

MISSION AND PURPOSE

The mission of the Association is to champion the work of local health departments by communicating a unified message, leveraging resources and influencing public policy.

The purposes of this organization shall be:

- Section 1 To establish a framework for organizing local health departments to cooperate, collaborate, and communicate in a effective and efficient manner with each other and with other local, state, federal and community partners.
- Section 2 To promote a better understanding of the concepts of public health with a special emphasis upon community health promotion, environmental health protection, communicable or reportable disease prevention, immunizations, and threat preparedness.
- Section 3 To promote the establishment and development of effective and efficient local health services
- Section 4 To increase the professional knowledge and skills to include but not limited to local health directors, local health officers, administrators, supervisory personnel, sanitarians, registered nurses, office assistants, and all other local health department employees. The local health department includes all volunteers and community partners.
- Section 5 To cooperate with legislative and administrative officials of local, state, and federal governments in matters leading to the betterment of the public's health and conditions of local health departments
- Section 6 To engage outside expertise, as needed, for the purpose of affecting any of the purposes of this Association herein mentioned.

Section 7: To establish and maintain a working relationship with West Virginia Local Health Incorporated.

West Virginia Local Health Inc. (WVLHI) is a 501c3 non-profit organization formed for the purpose of strengthening public health agencies and the public health system in West Virginia. As such, WVLHI is dedicated to activities that aid, strengthen, support, benefit, and further in every proper and useful way the work and services of the all health departments, including development of the public health workforce, to prevent disease and improve health outcomes, which includes but is not limited, to providing services, entering into agreements, soliciting, receiving, and managing contributions and grants, paying or disbursing funds and managing projects relating thereto.

ARTICLE IV

MEMBERS

Section 1 There shall be four (4) classes of membership: delegates, alternate delegate, associate, and Honorary.

Delegates – delegates are members selected by each local health department to represent their respective health department and actively vote on items before the West Virginia Local Health Association.

Alternate Delegate – a member selected by each local health department to serve in the capacity of delegate when the representative delegate is absent or not available to represent the local health department at a meeting or vote of the Association

Associate - All employees of all local health departments in the state of West Virginia who are not selected as a representative delegate

Honorary – a member who has substantial impact, outstanding service to the public health profession or a valuable contribution to the public health profession and has been nominated, selected, and approved by a simple majority vote of the delegates of the Association. Honorary members may not serve in elected positions or vote on matters before the Association but have all other rights and privileges of membership.

- Section 2 Each local health department, upon paying the required membership dues, may name one individual to serve as a delegate member and one individual as an alternate delegate. Only these individuals or his/ her designated representative, by written proxy, will be eligible to cast one vote.
- Section 3 All persons employed by a local health department are eligible for associate membership. These individuals do not have voting privileges unless elected as an alternate delegate and serving in this official capacity or casting a written proxy from their delegate. Each local health department shall furnish a list of all such individuals eligible for associate membership upon full payment of its membership dues.
- Section 4 The title of honorary member may be conferred to any person, organization, or agency who has rendered outstanding service to the health profession or this Association or who has made a valuable contribution to the practice of public health. Nominations for honorary membership will be considered by the Executive Council upon recommendation of the awards committee or delegate and approved by vote with a simple majority of the Association. Honorary members shall have all the rights and privileges of delegate and associate members except the right to vote and hold office.
- Section 5 Any local health department in the State of West Virginia may make application for membership in writing on forms provided for this purpose and accompanied by the required membership fee. Applications shall be submitted to the treasurer and presented to the Executive Council at their next meeting. Annual renewal of membership may be accepted by the treasurer with further review.
- Section 6 Annual membership dues are payable to the Association prior to January 1 of each year. A delegate member, alternate delegate, or written proxy of a local health department whose dues are not current shall not vote, or be included in a vote, and membership of that local health department may be suspended.
- Section 7 Upon approval of these bylaws, annual dues of the Association shall be calculated at the rate of one-half cent per capita (\$.005), adjusted annually, based on current population figures plus a prorated share of anticipated association expenses based on the approved budget for the upcoming year. Changes to the annual membership dues shall be recommended by the Executive Council and ratified by a simple majority affirmative vote of the delegates and entitled to vote at a general or annual meeting of the Association, provided that notice of the proposed change has been sent to all members of the Association not less than thirty (30) days prior to the voting date.

- Section 8 If it is necessary for the association to make a special assessment upon its members, it will be approval by a simple majority vote of delegates at a general or annual meeting of the Association, provided that notice of said meeting has been sent to all members of the association not less than fifteen (15) days prior to the voting date.
- Section 9 Membership ceases upon the resignation of a member, dissolution of a member entity, disqualification for a class of membership, failure to pay dues, or action by a two-thirds majority of the delegates. Reinstatement after a termination of membership requires a new application for membership.
- Section 10 A quorum is defined as a simple majority of the selected delegates of the Association. As of April 2021, a simple majority of delegates in good standing.

ARTICLE V

OFFICERS

- Section 1 The Association Nominating Committee shall put forth the names of members in good standing for the election of officers.
- Section 2 The Elected officers of the Association shall be the president, vice president, immediate past president, and four members-at-large. One (1) member-at-large must be a health officer who is employed and maintains employment by a local health department for the term of office. If employment ends or is terminated while in office, the individual is not authorized to remain as an officer of the Association. The Executive Council will have seven (7) elected members with a quorum defined as four (4).
- Section 3 Ex-Officio Executive Council Member. The second (2nd) Past President of the Association of Local Health Departments shall serve as ex-officio members of the Executive Council for one year after his/her term has expired with rights of discussion on issues on the Executive Council Agenda, and rights of inclusion for information. The ex-officio member shall not vote nor participate in closed sessions of the Executive Council.
- Section 4 The Appointed officers of the Association shall be the secretary, treasurer, and assistant treasurer. Other appointed officers of the Association may be made when deemed necessary upon resolution of the Executive Council.
- Section 5 To be eligible to be elected as an officer, an individual must be a member of the Association in good standing and employed by a local health department. Elected officers should have permission of their Board of Health, supervisor, or appointing

authority and have the capacity to cast a vote on behalf of their respective organization. No member may serve as an elected official with limited capacity to act on behalf of their respective agency and the Association. A local health department may only have one elected official or appointed position serve in the Association at any one time.

Section 6 It shall be the duty of the president to preside at all meetings of the Association and the Executive Council, and to supervise and direct the business of the Association. The president shall serve as ex-officio member on all committees except the nominating committee and will appoint chairs and members of standing committees as needed. The president may also appoint special committees as needed, subject to ratification by the Executive Council. The president shall represent the Association at other meetings as required to carry out his or her duties, or at the request of the membership. The president may be reimbursed up to the annual budgeted amount to cover expenses incurred to attend these meetings. The President's duties are described in the Association's operating code. In the event the president can no longer perform his or her duties, the vice-president shall fill the unexpired term and the following full term of office. In the event the Vice President assumes the role of President, he/she may not appoint new committee chairs or members. All committees shall remain whole through the remainder of the calendar year.

Section 7 It shall be the duty of the vice-president to act in the absence of the president and to succeed to the office of president without further election. He or she shall assume such duties as the president or Executive Council may assign. In the event the vice-president can no longer perform his or her duties, the Executive Council shall appoint an active member in good standing to fill the unexpired term until the next election of officers of the Association. Duties of the Vice-President are further defined in the Association's Operating Code.

Section 8 After serving one year as president, the president shall succeed to the office of immediate past president and shall serve for one year. He or she shall assume such duties as the president or Executive Council may assign. In the event the immediate past president can no longer perform his or her duties, the Executive Council shall appoint a past president, if available, or other member in good standing with the Association to fill the unexpired term. In the event that an elected officer is also serving as Immediate Past President, the Executive Council shall nominate another past president to serve in this capacity for that year and also serve as a member of the Executive Council. This action will assure that the Association retains six members on the Executive Council and on state and local committees when such committees are comprised of Executive Council members of the Association.

Section 9 The three (3) members-at-large, excluding the health officer, shall serve staggered three-year terms. The health officer member-at-large shall serve a three-year term.

They shall perform such duties as may be assigned by the president or Executive Council. In the event any member-at-large can no longer perform his or her duties, the Executive Council shall appoint an active member in good standing to fill the unexpired term until the next election of officers.

- Section 10 The secretary shall keep the minutes of all membership and Executive Council meetings. The secretary shall be appointed by the president, approved by the Executive Committee, and shall be a non-voting, ex-officio member of the Executive Council. The secretary shall distribute the minutes of the meetings to the membership at least five (5) days prior to the next meeting. In the event the secretary can no longer perform his or her duties, the president shall appoint an active member in good standing to fill the unexpired term.
- Section 11 The treasurer shall receive and disburse funds of the Association and be the custodian of all financial books and records; maintain and report to the Executive Council records of all financial transactions; and pay all invoices of the Association which have been approved by the president. All checks are to be countersigned by the Assistant Treasurer or member appointed by the Executive Council. The treasurer shall be appointed by the president, approved by the Executive Council, and shall be a non-voting, ex-officio member of the Executive Council, and serve as the co-chairperson of the Program and Arrangements Committee. In the event of death, resignation, or other event where the treasurer cannot perform the duties assigned, the assistant treasurer may assume the role of treasurer.
- Section 12 It shall be the duty of the assistant treasurer to serve as registrar at all Association meetings, collect fees, and provide to the treasurer the money received and a reconciliation within five (5) working days of the date of the meeting. The assistant treasurer shall be appointed by the president, approved by the Executive Council, and, in the absence of the treasurer, serve as an ex-officio member of the Executive Council and assume the responsibilities of the treasurer. The assistant treasurer shall have signature authority for Association funds. In the event of death, resignation, or other event where the assistant treasurer can no longer perform his or her duties, the president shall appoint an active member in good standing to fill the unexpired term.
- Section 13 Term limits: an individual may serve no more than two (2) consecutive terms as vice president or president and may be re-elected after a one-year break in service. There are no term limits for at-large members of the Executive Council.
- Section 14 Ex-officio members as defined in the by-laws of the Association shall be a non-voting member.

ARTICLE VI

MEETINGS

- Section 1 The annual meeting of the Association shall be held at such place, method, and time as determined by the Executive Council. The annual election of officers of the Association shall occur by secret ballot at the annual meeting. The secretary shall notify the membership of the annual meeting at least thirty (30) days prior to the meeting date. The annual meeting shall be held no later than December 31.
- Section 2 General meetings of the Association shall be held at least six (6) times a year at such place or by virtual, video meetings, phone teleconference, or other technology allowing all members to hear all other members, and time as determined and approved by simple majority of the Executive Council. The secretary shall notify the membership of each general meeting at least fifteen (15) days prior to the meeting date. One meeting registration per local health department is included in the annual dues. There shall be a registration fee paid by each additional person representing a county present at the general meetings, which may also include lunch.
- Section 3 Special meetings of the Association shall be called by the president upon the vote of a simple majority of the of the Executive Council or upon the request of 12 delegates or more of the delegate membership. The secretary shall send written notice of the purpose, time, and place of the meeting to the membership at least fifteen (15) days prior to the meeting date. No business shall be transacted at such special meetings except as indicated on the notice.
- Section 4 Emergency meetings of the Association may be called by the president and/or two or more members of the Executive Council.
- Section 5 Member Action without a Meeting: The Association may act, in lieu of a meeting, by vote of a simple majority of the delegates, unless otherwise prescribed in these bylaws, in writing as provided in *W.Va. Code* § 31E-8-821; member action without a meeting. For purposes of these Bylaws, a Delegate's signature may be evidenced by a written signature, a facsimile of a written signature, email from the delegate, or an electronic signature.
- Section 6 Telephone, Video Conference, Virtual Meeting, or other technology allowing all members to hear all other members: Members of the Association or any committee thereof may participate in a meeting of the Association or such committee by means of conference telephone/video conference, or other technology allowing all members to hear all other members at the same time and participation by such means shall constitute presence in person at the meeting.

Section 7 A simple majority of the delegates shall constitute a quorum for the transaction of business at any general, emergency, or special meeting of the Association. The president or vice-president must be present to preside over the meeting.

ARTICLE VII

EXECUTIVE COUNCIL

Section 1. The Executive Council shall consist of the elected officers four (4), President, Immediate Past President, and the President-Elect for a total of seven (7) members.

Section 2 The Executive Council shall be the governing body of the Association between meetings and hereinafter shall be referred to as “the Executive Council” or “the Council.”

Section 3 A simple majority (4) of the members of the Executive Council, one of whom shall be the president or vice-president, shall constitute a quorum for the transaction of business at any meeting of the Council.

Section 4 All members of the Executive Council shall be entitled to one vote on the Council.

Section 5 The Executive Council shall meet six (6) times per year.

Section 6 The Executive Council shall ratify all appointed officers and all special committee appointments. The Council shall also make other appointments as provided for in the by-laws.

Section 7 The Executive Council shall receive from the By-laws Committee, other appointed committee, or delegate any proposed amendments for consideration and approval to the By-Laws of this Association. The Council shall see those proposed amendments receiving approval are properly sent to the active membership delegates and alternate delegates.

Section 8 A simple majority of any standing committee or special committee, one of whom shall be the chairman or his or her designated representative, shall constitute a quorum for the transaction of business at any committee meeting

Section 9 The West Virginia Association of Local Health Departments is the recognized Association for local health departments in the State of West Virginia. The Executive Council may be the point of contact for agencies and departments within state government, to communicate if approved by a simple majority of the delegates of the Association.

Section 10 The Executive Council transitional meeting is to be held on/or before January 31 of the new year. The newly elected president shall appoint standing committee chairs prior to this meeting. All present officers, new officers, and committee chairs shall attend the transitional meeting. The date of this meeting is to be set by the current president.

ARTICLE VIII

COMMITTEES

Section 1 The Standing committees of the Association shall be the audit, awards, budget, by-laws, legislative and resolutions, membership, nominating, and program and arrangements. Committee Chairs shall attend Executive Council meetings upon request and shall supply verbal or written reports at these meetings.

Section 2 In the event of a vacancy of a chair or member of a standing committee, the president shall appoint a member in good standing to fill the vacancy by the next scheduled meeting of the Executive Council.

Section 3 The president shall make all committee appointments by January 31st of each year. There shall be two or more members on each committee. Appointments shall be for the term of one year. Members may be reappointed to serve again by the next president.

Section 4 The audit committee shall audit the accounts of the Association annually. A statement of the financial condition of the Association shall be submitted to the Executive Council and filed with the secretary. The vice-president shall serve as chair of the committee.

Section 5 The awards committee shall be responsible for the recommendations of individuals for honorary membership in the Association, and the selection of individuals to be honored by the Association for outstanding and meritorious service to public health. The awards are to be presented to the recipients during the annual meeting.

Section 6 The budget committee shall consist of the elected and appointed officers of the Association. The budget committee shall be responsible for the preparation of the annual budget and shall submit a budget for approval by the Executive Council and the general membership at their respective October meetings. The past president shall serve as chair of the budget committee.

Section 7 The By-Laws or other appointed committee shall make a continuing study of the rules and regulations governing the Association. The committee shall receive

recommendations from the membership of the Association and shall consider all proposals. The committee shall make recommendations to the Executive Council for possible submission to the membership for their action. By-Laws changes can be approved by a simple majority of the delegates.

Section 8 The legislative and resolutions committee shall inform the membership on matters of legislation by: reviewing proposed legislation, surveying the membership as to interest, preparing position statements, requesting hearings, and speaking for the Association. At least one member of this committee shall serve a term of two (2) years. All position statements or proposal to speak on behalf of the Association shall be approved by a simple majority of delegates.

Section 9 The membership committee shall strive to enlist as members of the Association all local health departments operating in the State of West Virginia. The Membership Committee Chair shall be appointed by the President.

Section 10 The nominating committee shall solicit qualified nominees at least 60 days prior to election and shall select two or more qualified nominees in good standing for each elected office. The nominating committee shall secure the acceptance of each nominee prior to publishing their names. The Names of the candidates shall be furnished to the membership at least thirty (30) days prior to the annual meeting. A local health department may only have one elected official or appointed position serve in the Association at any one time.

Section 11. The program and arrangements committee shall be responsible for the program and arrangements for the annual meeting of the Association. The committee shall work closely with the President and Executive Council on the program and arrangements for all general membership meetings. The treasurer and assistant treasurer shall serve as co-chairs of the committee.

ARTICLE IX

AFFILIATION

The Association may affiliate with any other state, federal, or national association with like interests and concerns. The Executive Council shall appoint Association representation to those organizations.

The Association of Local Health Departments is a section of the West Virginia Public Health Association (WVPHA). The president shall serve as a representative on the WVPHA Executive Council and shall appoint other representatives to committees as requested or required by the WVPHA.

ARTICLE X

TAX EXEMPT STATUS

The West Virginia Association Public Health Association is a 501(c)(3) organization established in 1991.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The Parliamentary Authority shall be Robert's Rules of Order, most recent published edition, for all matters not covered in these bylaws.

ARTICLE XII

AMENDMENT TO BYLAWS

These bylaws can be amended at any annual, general, or special meeting of the Association by a simple majority vote of delegates, provided that notice of the proposed amendment has been submitted in writing by the By-Laws committee for consideration and forwarded to the Executive Council with a favorable recommendation, approved by the Executive Council, and mailed to delegates at least thirty (30) days prior to the voting date. The By-Laws may be changed by a favorable recommendation from the By-Laws Committee or other appointed committee specified to review the By-Laws. A change may be presented to the By-Laws Committee from any delegate or associate member of the Association, or by request of the Executive Council to the By-Laws Committee or other appointed committee specified to review the By-Laws.

ARTICLE XIII

DISSOLUTION STATEMENT

For the West Virginia Association of Local Health Departments to be dissolved, a meeting of the membership must be held, with notice of the proposed meeting being sent to all delegate and alternate delegate members of the Association not less than thirty (30) days prior to the meeting date. A two-thirds (2/3) vote of the delegates is required for approval. After all outstanding debts have been paid and an approved final audit has been presented to the membership, all remaining assets will be distributed per capita using the same formula as in Article IV, Section 7.

Andrew J Root

6/2/2022

President, WVALHD Printed Name

Date _____



President, WVALHD Signature

West Virginia Association of Local Health Department By-Laws

Record of Changes

Brief Description of the Change	Date	Article/s and Section/s Affected	Approved Date	Changes Made By
Adopted	1986		1986	
Amended	8/7/2003		8/7/2003	
Amended	11/11/2005		11/11/2005	
Amended	3/4/2010		3/4/2010	
Amended	11/6/2011		11/6/2011	
Amended	4/4/2013		4/4/2013	
Amended	5/7/2015		5/7/2015	
Amended	6/1/2017		6/1/2017	
Proposed	3/3/2022			Tabled and sent to appointed committee chaired by Tim Hazelett with committee members appointed by the WVALHD Executive Council
Proposed Changes to be submitted to the WVALHD Executive Council	3/22/2022	Title Background Article 3, Sections 1, 2, 3, 4, 5 Article IV, Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 Article V, Sections 1, 2, 3, 4, 5, 8, 10, 11, 12, 13 Article VI, Sections 1,		Proposed by Tim Hazelett and sent to appointed By-Laws Committee. Appointed By-Laws Committee Tim Hazelett David Whittaker Bill Kearns Chad Bundy Teri Harlan Eric Walker Lee Cook Robert Queen Deb Koester, Executive Director of WVALHD

		<p>2, 3, 4, 5, 6, 7</p> <p>Article VII, Sections 1, 3, 4, 5, 8, 9, 10</p> <p>Article VIII, Sections 3,5,7,8,10</p> <p>Article IX, Affiliation</p> <p>Article V, addition of Tax Exempt Status</p> <p>Article 12, most recent published</p> <p>Article 13, Name</p> <p>Recommend removal of record of changes and adding an appendix with specific records of changes</p>		
Proposed Changes to be submitted to the WVALHD	4/5/2022	<p>Article V, Sections 2, 8, 10, 11</p> <p>Article VI, Sections 2, 4</p> <p>Article VII, Sections 1, 5</p>		Changes made by WVALHD Executive Council

		Article VIII, Section 9		
Changes adopted by WVALHD with Amendment	6/2/2022	Article V, Sections 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14		Changes made by WVALHD Membership