

**BYLAWS OF THE  
WISCONSIN ASSOCIATION OF  
LOCAL HEALTH DEPARTMENTS & BOARDS, INC.**

**ARTICLE I –NAME**

The name of the organization shall be the Wisconsin Association of Local Health Departments and Boards.

**ARTICLE II – MISSION**

The Wisconsin Association of Local Health Departments and Boards is the state-wide organization of boards of health members and health department administrators providing a unified forum for public health leadership development, advocacy, education and forging of community partnerships for the improvement of public health at the local level.

**ARTICLE III – MEMBERSHIP**

Section 1. Voting Members - Eligibility, Application, Election and Voting Rights

A. Local Public Health Departments and Boards

A local public health department as defined under Wisconsin statutes shall be eligible to apply for membership. A local board of health as defined under Wisconsin statutes shall also be eligible to apply for membership. The substantial equivalent of a local public health department or a local board of health established by a tribal governing body as defined under Wisconsin statutes shall also be eligible to apply for membership. No local public health department or local board of health shall be eligible to be a member unless the other such entity from the same local jurisdiction is also a member.

Application for membership shall be made by authorized representatives of the local public health department or local board of health on forms approved by the Board of Directors. No application shall be complete unless accompanied by the required membership dues payment.

The Board of Directors shall approve members from among qualified applicants.

Each member, Health Department and Board of Health, shall be entitled to one (1) vote each at any meeting or vote of members.

B. Ex-Officio Members

The Wisconsin state health officer, administrator of the Division of Public Health, and the Regional Office Directors will be ex-officio members of the organization with no voting rights. The board may also approve other organizations as ex-officio members of the Association. These ex-officio members will not have voting rights.

Section 2. Exercise of Voting Rights.

Members shall be represented by individuals selected on an annual basis by the WALHDAB region from which they are located.

### Section 3. Termination of Membership.

Membership may be terminated by resignation by a member department's authorized representative, by failure to pay membership dues and by removal by a two-thirds (2/3) vote of the membership.

### Section 4. Meetings of Members

- A. Annual Meetings. Each calendar year an annual meeting shall be held at a date, time and place to be determined by the Executive Committee, subject to the approval of the Board of Directors. Notice of the meeting shall be sent to the members at least thirty (30) days prior to the start of the meeting.
- B. Special Meetings. Special meetings of the members may be called by the Co-Presidents, the Executive Committee, by a majority of the Board of Directors or by ten percent (10%) but not less than five (5) voting members. At least ten (10) days prior written notice shall be given to all members of the time, date and place of any special meeting and of the general nature of the business to be transacted.
- C. Quorum. Ten percent (10%) of the voting members shall constitute a quorum for any vote or meeting of members.
- D. Action by Written Consent. If members holding at least sixty percent (60%) of the voting power of the organization sign written, dated consents describing the action to be taken the members may act without a meeting. To be counted for this purpose, a member's consent must be dated and signed by the member's authorized representative after the date of the most recent meeting of members.

### Section 5. Annual Dues and Special Assessments.

Dues shall be determined by the Board of Directors annually. Special projects approved by the membership may be funded by special assessments levied on member departments.

## **ARTICLE IV - BOARD OF DIRECTORS**

Section 1. Authority. Except as otherwise provided in the Articles of Incorporation and these Bylaws, the Board of Directors shall have the authority to manage the affairs of the organization to the extent provided by Wisconsin law.

Section 2. Composition. The Board of Directors shall consist of all of the officers of the association, two regional representatives from each region (one from a local health department and one from a local board of health) and one statewide representative from each administrative specialty section that meets the requirements of, and is approved by, the Board of Directors.

Section 3. Term. The officers shall serve as directors for the term of the office they were elected to. Unless otherwise specified in these Bylaws, the term of office for directors shall be two (2) years.

Section 4. Election. Directors who do not serve on the Board by virtue of holding another office shall be elected by majority vote of a quorum of members within each region or section the director represents.

Section 5. Vacancies. In the event of a vacancy on the Board of Directors, the Co-Presidents shall appoint a successor to fill the vacancy for the remainder of the term for that position. In the event a member of the Board of Directors has two unexcused absences, that member will be considered to have vacated her/his position.

Section 6. Meetings.

- A. Annual Meetings. An annual meeting shall be held each calendar year immediately following the annual meeting of members.
- B. Regular Meetings. At its annual meeting, the Board of Directors shall set a schedule of regular board meetings until the next annual meeting.
- C. Special Meetings. Special meetings may be called by either of the Co-Presidents or by any three (3) directors on ten (10) days prior written notice of the date, time, place and reason for the special meeting.
- D. Alternate Voting or Meeting Procedure. The Board of Directors may by a two-thirds (2/3) vote adopt any alternate voting procedure, procedure to act by consent without a meeting, or electronic meeting procedure that may be authorized by Wisconsin law.
- E. Compensation. Directors shall receive no compensation but may be reimbursed for out-of-pocket expenses as approved by the Board of Directors.

**ARTICLE V – OFFICERS**

Section 1. In General. The officers of the organization shall be two (2) Co-Presidents, two (2) Co-Presidents-Elect, two (2) Co-Past-Presidents. One of each office shall be from a local public health department and one of each office shall be from a local board of health. The organization shall also have a Secretary and a Treasurer.

Section 2. Duties. The duties of the officers shall include those duties prescribed by law and by customary procedure and shall include but not be limited to the following:

- A. Co-Presidents
  - 1. Preside over all meetings of the Board of Directors and the general membership.
  - 2. Prepare and distribute agenda for the Board of Directors and the general membership
  - 3. Represent the organization when requested.
  - 4. Co-chair the Executive Committee.
- B. Co-Presidents-Elect
  - 1. Assume the duties of the Co-Presidents as necessary.
  - 2. Serve as members of the Executive Committee.
  - 3. Assume other duties as assigned by the Co-Presidents.
- C. Co-Past-Presidents
  - 1. Serve as advisors to the Co-Presidents and Executive Committee.
  - 2. Chair the Nominating Committee.
  - 3. Assume other duties as assigned by the Co-Presidents.

#### D. Secretary

1. Record and maintain minutes of Board of Director, Executive Committee, annual and special meetings of the organization.
2. Conduct correspondence for the organization as assigned.
3. Maintain current Board of Directors list and membership list.
4. Serve as a member of the Executive Committee.

#### E. Treasurer

1. Collect, disburse, and invest organization funds as directed by the Board of Directors.
2. Maintain records of all financial transactions and report to the Board of Directors.
3. Serve as a member of the Executive Committee.

### Section 2. Terms

A. Regular elections for the positions of Co-Presidents-Elect shall be held every year. The Co-Presidents-Elect shall serve a one-year term and shall immediately succeed to the positions of Co-Presidents for one-year terms, after which they shall immediately succeed to the positions of Co-Past-Presidents for one-year terms. No person shall be elected to repeat this sequence of service in these positions more than once consecutively, meaning at least one (1) year must have passed after the person completed the sequence of service in these positions or after the person vacated one of these positions before the person may begin the sequence of service in these positions a third time.

B. The Secretary and the Treasurer shall each be elected for a term of two years. The Secretary shall be elected in odd years and the Treasurer in even years. No person may be elected to more than two (2) consecutive terms as Secretary or Treasurer.

### Section 3. Elections

Elections shall be conducted by mailed or electronic ballot. Election shall be by simple majority. In the event of a tie vote, the election shall be determined by lot.

### Section 4. Vacancies

In the event of a vacancy in the office of Co-President, the person serving in the corresponding position of Co-President-Elect shall succeed to fill the vacancy and no special election shall be held to fill the vacant position of Co-President-Elect.

In the event of a vacancy in the office of Co-President, when the corresponding position of Co-President-Elect (from a local public health department or local board of health) is vacant, a special election of voting members shall be held to fill the vacant position of Co-President.

In the event of a vacancy in the offices of Secretary or Treasurer, the Co-Presidents shall appoint a replacement who shall take office upon the approval of the Board of Directors.

In the event of a vacancy in the office of a Co-Past -President, the office shall remain vacant until filled by succession.

## **ARTICLE VI- REGIONAL STRUCTURE**

Section 1. Organization. The membership shall be organized into geographic subdivisions called regions that shall be consistent with the Wisconsin Division of Public Health regions.

Section 2. Purpose. Regions are organized to assist the Wisconsin Association of Local Health Departments and Boards in carrying out its mission with its members and member representatives and with the public.

Section 3. No Independent Authority in Regions. Regions are not legal entities separate from the WALHDAB. Regions have no independent legal authority and any contracts, transactions or statements of policy made by WALHDAB Regions or their representatives must be subject to approval by the WALHDAB Board of Directors. Regions shall comply with all provisions of these Bylaws. Any arrangement by a region to hold funds for use by the region must be approved by the WALHDAB Board of Directors. Regions shall annually report to the President relating to any funds held or used by the region and in advance on any plans to raise or solicit funds.

Section 4. Regional Representatives. By the beginning of the Association's fiscal year each region shall elect two regional representatives and their alternates, one each from a local public health department and one each from a local board of health. Each region shall elect one regional representative and alternate each year for two-year terms. The regional representatives shall serve as members of the Board of Directors, representing the membership of the regions that elected them.

## **ARTICLE VII – ADMINISTRATIVE SPECIALTY SECTIONS**

Section 1. Organization. The Board of Directors may by a two-thirds (2/3) vote establish criteria for and approve administrative specialty sections to provide representation to groups within the organization as may further its mission and goals.

Section 2. Purpose. Sections are organized to assist the Wisconsin Association of Local Health Departments and Boards in carrying out its mission with its members and member representatives and with the public.

Section 3. No Independent Authority in Sections. Sections are not legal entities separate from the WALHDAB. Sections have no independent legal authority and any contracts, transactions or statements of policy made by WALHDAB Sections or their representatives must be subject to approval by the WALHDAB Board of Directors. Sections shall comply with all provisions of these Bylaws. Any arrangement by a Section to hold funds for use by the Section must be approved by the WALHDAB Board of Directors. Sections shall annually report to the President relating to any funds held or used by the Section and in advance on any plans to raise or solicit funds.

Section 4. Section Representatives. By the beginning of the Association's fiscal year each Section shall elect its representatives to serve on the Board of Directors. Each Section shall elect one Section representative and one alternate for alternating two-year terms. The Section representative shall serve as a member of the Board of Directors, representing the Section that elected them.

## **ARTICLE VIII – COMMITTEES**

Section 1. Appointment, Term, Structure and Quorum.

The Board of Directors may establish any standing or special committee it deems appropriate. Special committees shall be established for a limited purpose or duration.

The Executive Committee shall annually appoint all committee members unless otherwise specified in the bylaws. The Co-Presidents may appoint members of special committees. All committee appointments shall be approved by the Board of Directors.

All committees shall have a Chairperson, unless designated by the bylaws, who will keep a record of all proceedings of the meetings and forward a copy to the committee members and the Secretary of the organization. A majority of the voting committee members shall constitute a quorum.

The committee chairperson shall make a report of the committee's activities at the Board of Directors meetings.

Section 2. Authority of Committees. Committees have no authority to transact business on behalf of the organization but may report to the Board of Directors action the committee recommends the Board take.

Section 3. Vacancies. Vacant committee positions shall be filled by the Executive Committee with the approval of the Board of Directors. In the event a committee member has two un-excused absences, that member will be considered to have vacated her or his position.

#### Section 4. Joint Public Affairs Committee

A Joint Public Affairs Committee will work under a joint representation agreement approved by WALHDAB and the Wisconsin Public Health Association Board of Directors (WPHA). The WALHDAB voting members will be appointed by the Co-Presidents who will make a good faith effort to get representation from each WALHDAB region, and from both local public health department and local board of health members.

Section 5. Standing Committees: The following shall be standing committees, in addition to any standing committees established by the Board of Directors:

- A. Executive Committee. There shall be an Executive Committee consisting of the officers of the organization. The Executive Committee shall exercise the powers and duties assigned under these Bylaws and shall transact business as may be necessary between regular meetings of the Board of Directors under authority delegated by the Board.
- B. Nominating Committee. The Nominating Committee shall consist of a maximum of six members with representatives from both local public health department and local board of health members. The committee shall prepare a slate of candidates with biographical information to be mailed with the ballots to the membership 45 days prior to the Annual Meeting. The committee shall count the ballots and report the results at the Annual Meeting.

### **ARTICLE IX – ADMINISTRATIVE REGULATIONS**

The Board of Directors may by majority vote establish a body of Administrative Regulations to govern the organization and operation of important aspects of its affairs. The Administrative Regulations shall cover such matters as are specifically required by

these Bylaws, and other administrative matters that the Board of Directors deems appropriate. The Administrative Regulations shall be available to any member upon written request to the Secretary.

## **ARTICLE X – MISCELLANEOUS**

Section 1. Open Meetings. All meetings of the organization shall be open to the public unless called into closed session by the Co-Presidents or Chairperson.

Section 2. Place of Meetings. All meetings shall be held within the state of Wisconsin.

Section 3. Proxy Voting. Except as expressly authorized in these Bylaws for action without a formal meeting, all voting shall be by members present at a meeting. Proxy voting shall not be allowed.

Section 4. Parliamentary Authority. Roberts Rules of Order, Newly Revised, shall govern the organization in all cases in which parliamentary authority is applicable and when not inconsistent with the Bylaws of this organization.

Section 5. Fiscal Year. The fiscal year shall begin July 1 and end the following June 30.

Section 6. Financial Statements, Reports and Audits. The Treasurer shall within 90 days of the end of the fiscal year ensure that annual statements of the organization's financial condition are prepared based on generally accepted accounting principles. Unless the annual statements are prepared by an independent certified public accountant, the Treasurer shall ensure that such an accountant prepares a financial compilation report (report compiled by the accountant using data supplied by the treasurer) for the organization at the conclusion of each expiring term of the office of Treasurer for the period of that expiring term. The Treasurer shall present the annual financial statements and compilation reports to the Board of Directors within 90 days of the end of the fiscal year. The Treasurer shall at each Annual Meeting of the members make a report on the organization's financial condition. In its discretion, the Board of Directors may at any time require a financial review or audit by an independent certified public accountant.

Section 7. Indemnification. The corporation shall indemnify officers, directors and other persons in accordance with Chapter 181 of the Wisconsin Statutes, or any successor statutes.

## **ARTICLE XI – AMENDMENTS**

Section 1. By the Members. The bylaws may be amended at an annual or special meeting of the organization by a majority of the voting members present, provided that the amendment has been approved by the Board of Directors and submitted in writing to the membership 45 days prior to the meeting.

Amendments introduced from the floor at a meeting of the members, without 45 days notice or review by the Board of Directors, may be adopted by a two-thirds (2/3) vote of the voting members present.

Section 2. By the Board of Directors. The bylaws may also be amended by a vote of two-thirds (2/3) of the entire Board of Directors at a regular or special meeting of the Board, provided that written notice of the text of the proposed amendment is given to

each director at least ten (10) days prior to the date of the meeting, provided that no amendment adopted by the members may be altered or repealed by the Board of Directors. An amendment adopted by the Board under this section is not invalid because it is not identical to the text of the proposed amendment contained in the required notice, provided that the changes to the proposal were adopted by a separate vote of the Board prior to the final vote on the amendment to the Bylaws.

Restated Bylaws adopted \_\_\_\_\_, 2017.

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Secretary