

ASSOCIATION OF STATE AND TERRITORIAL LOCAL HEALTH LIAISON OFFICIALS

BY-LAWS

ARTICLE I- NAME AND ORGANIZATION

The name of this organization shall be the Association of State and Territorial Local Health Liaison Officials (ASTLHLO) herein referred to as the Association. This Association shall be nonprofit corporation organized under the laws of the District of Columbia. It shall exist as an affiliate of the Association of State and Territorial Health Officials (ASTHO).

ARTICLE II- PURPOSE

The purpose of the Association is to provide a forum through which its members may play a leadership role with local health departments in the development and implementation of programs for the improvement of the public's health and prevention of disease by:

- 1) Promoting the exchange of information and public health practice expertise among state and territorial liaison units;
- 2) Promoting communication and cooperation between state and local health departments;
- 3) Providing advocacy for the local and state public health delivery system;
- 4) Promoting the importance of strong public health capacity at the state and local level; and
- 5) Enhancing collaboration between federal, state and local health agencies.

ARTICLE III- MEMBERSHIP

- 1) **Regular:** Each state, all territories and the District of Columbia is eligible for one regular membership. Membership in the Association shall be composed of the person with lead responsibility for liaison with local health departments, or a person designated for membership by the state or territorial health official. Voting rights shall only be accorded to the official designee from each state or territory that is a paid member of the Association. Membership in this category provides the right to hold office.
- 2) **Associate:** Membership shall be open to those who are not eligible for regular membership, including but not limited to other state health department staff, federal health agency personnel, local health agency staff, retired public health professionals, members of the academic community, and others as determined eligible by the Board of Directors. Associate members may serve on committees and attend meetings but are not eligible to serve as officers or vote. Associate membership is subject to the approval of the Board of Directors.
- 3) **Alumni:** Membership in the Association shall be former members of ASTLHLO who were past state or territorial representatives upon payment of annual dues. Alumni members may serve on committees and attend meetings but are not eligible to serve as officers or vote.

ARTICLE IV- VOTING

Section 1. The regular member from each jurisdiction shall have one vote on all motions before the Association.

- Section 2.** A regular member may give his/her proxy to the secretary to vote on any or all questions at a regular meeting of the Association with the exception of the election of officers. The member may designate in writing how his/her vote shall be recorded on a specific issue.
- Section 3.** A regular member may authorize a designee from the health department of his/her jurisdiction who may vote on any or all matters of the Association.
- Section 4.** When a question arises which Board of Directors believes should be put to a vote of the general membership, and when the Board Directors deems it inexpedient to call a special meeting for that purpose, the Board may, unless otherwise required by the by-laws, submit such a matter to the membership by mail or email for a vote. The result of the vote shall be determined by a majority of the votes received by mail or email within fifteen days of the mailing/emailing to the membership. In each case, votes of at least 25% of members must be received. Any action taken in such cases shall be binding upon the Association in the same manner, as would be action taken at duly called meeting.

ARTICLE V- FINANCES

- 1) Annual dues shall be determined by the Board of Directors. The Board may set an annual membership fee for associate and alumni members that is lower than that for regular members.
- 2) Annual dues are the period of October 1 through September 30 of each year. Dues must be paid prior to October 1 to maintain membership privileges. Membership may be regained by payment of all delinquent dues or by action of the Board of Directors.
- 3) The Finance Committee shall prepare an annual budget and present to general membership for approval. Budget shall be prepared according to input from the Board of Directors and Standing Committee Chairs.
- 4) The Association may accept and expend funds for purposes as stated in these by-laws.

ARTICLE VI- OFFICERS AND DUTIES

- Section 1.** The officers of the Association shall consist of a President, President-Elect, Immediate Past President, and Secretary/Treasurer.
- Section 2.** The President shall serve for one year, shall preside over the meetings of the Association and the Board of Directors.
- Section 3.** The President-Elect shall be elected for a period of one year, shall automatically become President for the next term, and shall preside in the absence of the President.
- Section 4.** The Immediate Past President shall serve for one year and assist the President as requested by the President, and perform other duties prescribed by the Board of Directors.
- Section 5.** The Secretary/Treasurer shall be elected for a period of two years and shall be responsible for preparing minutes of all business meetings of the Association and the Board of Directors, maintain current listing of all members of the Association, and maintain an official listing of all local health officials in the states and territories. The Secretary/Treasurer also shall receive all registration fees, dues, keep a record of deposits and expenditures authorized by the Board of

Director, provide periodic financial reports, prepare annual budget, and shall serve as Chairperson of the Finance Committee. When appropriate, the Secretary/Treasurer may delegate responsibilities to paid staff of the Association. If responsibilities are delegated, the Secretary/Treasurer shall monitor and approve delegated activities.

Section 6. Each officer shall assume the duties of office at the close of the Annual Meeting and shall serve until a successor has been elected.

ARTICLE VII- BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors consisting of the President, President-Elect, Immediate Past President, Secretary/Treasurer and four Regional Delegates at large.

Section 2. Regional delegates at large shall be elected for a term of two years. Delegates shall be elected from the geographical region they serve.

Section 3. The Board of Directors shall:

- 1) Determine administrative policies of the Association;
- 2) Provide oversight of its activities and manage the business of the Association during the interim between membership meetings;
- 3) Set the annual membership dues;
- 4) Approve an annual budget for the Association and authorize expenditures;
- 5) Issue position statements on behalf of the Association; and
- 6) Establish and maintain working relationships with other organizations as appropriate.

ARTICLE VIII- ELECTION OF BOARD MEMBERS

Section 1. A slate of candidate(s), who have agreed to serve for office(s) to be filled shall be prepared by the Nominating Committee.

Section 2. The biography of each candidate with the ballot shall be mailed via paper or electronic means to members of the Association at least thirty (30) days before the Annual Meeting.

Section 3. Elections shall take place in a secret ballot by mail or electronic means which is received by the Nominating Committee at least (5) days before the Annual Meeting. A plurality vote shall constitute an election.

Section 4. The results of the election shall be announced at the Annual Meeting and written notice to all members by mail or electronic means immediately following the Annual Meeting. In the event that an Annual Meeting is not held, written notice of the results of the election shall be made as soon as results are tallied.

Section 5. In the event that an annual meeting is not held, for purposes of election and installation of officers and delegates, the month and date of the most recently held Annual Meeting shall serve as a guide for elections.

ARTICLE IX- VACANCIES

Section 1. In the event a vacancy occurs in the office of President, the President-Elect will immediately assume the office of President.

In the event that the President-Elect is unable to serve in the capacity of President, the Nominating Committee may add candidate(s) who agreed to serve as President to the slate for election by the general membership. If an ASTLHLO matter were to arise requiring urgent attention and the Association's position of President is vacant, the Immediate Past President can serve in the capacity of President until a new President is elected. The vote can occur via email vote or at the Association's annual meeting, whichever is most conducive and timely as determined by the Board of Directors.

In the event that a vacancy occurs in the office of President Elect the Board of Directors will hold a special election.

In the event that a vacancy occurs in the office of Secretary/Treasurer, the President with approval from the Board of Directors shall appoint a replacement from the Delegates at large to serve until the next general election.

In the event of a vacancy in the position of Delegate at large, the president with approval from the Board of Directors shall appoint a replacement from the regular membership at large of that geographical region to serve until the next general election. In the event that a member from that region is not available to serve, the President with approval from the Board of Directors may appoint a replacement from the regular membership at large.

Section 2. Unexcused absences by an officer or Board Member for three regularly scheduled board meetings within the 12 month period may be cause for declaring a vacancy in that position. Prior to declaring a vacancy, all efforts will be made to resolve the absenteeism. Such vacancy shall be determined by a majority vote of the Board of Directors.

ARTICLE X- STANDING COMMITTEES

Section 1. Standing Committees consist of Nominating Committee, Membership and Communication Committee, Finance and Bylaws Committee.

Section 2. Standing Committee members shall be appointed by the newly elected President with approval by the Board of Directors.

ARTICLE XI- SPECIAL COMMITTEES

The President, with input from the Board of Directors, may appoint special committees as indicated to work on any matter pertaining to the Association. The committee may serve until the completion of its assignment without regard of fiscal year, but may be dissolved at any time by the President with the approval of the Board of Directors. Associate members and non-members may be appointed to serve on the special committee.

ARTICLE XII- QUORUM

A quorum of the Board of Directors meeting shall be five (5) of the members, two (2) of whom shall be officers. A quorum of an Association shall be twenty percent (20%) in person or 2/3 via electronic or paper ballot.

ARTICLE XIII- MEETINGS

- Section 1.** Board of Directors meetings will be held at least quarterly.
- Section 2.** The Annual Meeting will be held at which time new officers will be elected as scheduled and a full and complete Annual Accounting of the financial condition of the Association shall be made to the members. The time, place and agenda shall be set by the Board of Directors.
- Section 3.** Special meetings may be called at any time by the Presiding President. Also, any member may request a special meeting through the Presiding President, in writing (email or mail). In all cases, special meeting shall be limited to stated purpose, which must be communicated in advance to all members.
- Section 4.** A quorum shall be present at any regular or special meeting in order for Association business to be conducted. A majority vote of the members present is needed to approve any Association business not otherwise specified in the By-laws herein.

ARTICLE XIV- AMENDMENTS AND REVISIONS

- Section 1.** Any proposal for change in By-laws, any amendment or repeal of articles or sections now in existence must be submitted to the Board of Directors not less than ninety (90) days prior to the date of the Annual Meeting for its consideration.
- Section 2.** If the proposed change(s) is/are approved by the majority of the Board of Directors, the proposed modification shall be mailed via paper or electronically to the members at least thirty (30) days prior to the Annual Meeting. Amendments and revisions shall require a two-thirds vote of the members of the Association and/or responds. Membership voting may occur via electronic and/or paper ballot in addition to the Annual Meeting.
- Section 3.** These By-laws may be amended or revised at any regular meeting, without previous notice, by unanimous vote of the members of the Association present and voting.

ARTICLE XV- PARLAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order," Revised shall govern in all cases in which they are applicable and in which they are not inconsistent with these By-laws.

ARTICLE XVI- DISSOLUTION

The Association may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its property and assets shall be given to the Association of State and Territorial Health Officials and/or a public health organization as selected by the Board of Directors.