

## **OHIO ASSOCIATION OF BOARDS OF HEALTH BY-LAWS**

### **ARTICLE I – NAME**

The name of the association shall be the “Ohio Association of Boards of Health.”

### **ARTICLE II – PURPOSE**

1. Establish and maintain communication and coordination between boards of health to better understand and approach common and local problems of public health for the State of Ohio.
2. To assist in planning of orientation and training sessions for board of health members including, but not limited to:
  - a. Basic public health services
  - b. Programs and needs
  - c. Roles of state and local health departments
  - d. Authority and responsibility of boards of health
  - e. Financing
  - f. Legislation
3. To work for the general advancement of public health in Ohio.
4. To provide a united effort to obtain support for local health departments from state, federal and other financial sources.
5. To analyze proposed legislation and directives affecting public health and to communicate the views of the boards of health to legislators and state and federal agencies.
6. To prepare and maintain plans for sharing or combining health department personnel across district jurisdictions in time of public emergency.

### **ARTICLE III – POLICY**

The policies of this association shall be determined by at least a majority vote of the voting members present and authorized to vote at any annual or special meeting. During any legislative session, the association can be bound to a position on specific legislative proposals not previously adopted by the membership, upon recommendation of the proper committee and with separate approval of three-fourths of the members of the board of directors if such position is not contrary to the association’s established legislative policy. Such a position shall be binding only until the next annual meeting of the association.

### **ARTICLE IV – MEMBERSHIP**

#### Section 1 – Board Members

Every board of health established pursuant to Chapter 3709, Ohio Revised Code, shall be eligible for membership (member board). Such membership shall be conditioned on the payment of dues as shall be established by the Board of Directors.

#### Section 2 – Voting Members

Current members of a board of health that holds a membership in the association are individual members. All other individual members shall pay dues. Individual members shall be eligible to serve as officers and directors and have all the other responsibilities and privileges of association membership

#### Section 3 – Associate Members

Shall be open to all former board of health members who are committed to the association’s goal and purposes. Associate members shall have all the responsibilities and privileges of association membership except that they may not vote at annual meetings and they may not serve as officers.

### **ARTICLE V – MEETINGS**

#### Section 1 – Annual Meetings

There shall be an annual meeting of the voting members of the association on such date and such place as the board of directors shall determine. Notice of such place as the board of directors determine and notice of such meetings shall be electronically delivered to the address of the member board at least sixty days prior to the time appointed for the meeting.

### Section 2 – Special Meetings

Special meetings of the voting members of the association may be called by the president, board of directors or by the written petition of fifteen members. Written notice of any special meeting shall be provided to each member board no less than fifteen days prior to the time appointed for the meeting and such notice shall state the purpose for which the meeting is called.

### Section 3 – Quorum for Annual or Special Meetings

Quorum will consist of the voting members present at any meeting of the association.

### Section 4 – Emergency Meetings

The president shall have authority to call emergency meetings of the board of directors when an issue of importance to the association needs to be addressed.

### Section 5 – Legislative Issues

A legislative committee may be established to develop strategies for special meetings on key legislative issues requiring the attention of the board of directors for direct action.

## **ARTICLE VI – OFFICERS**

### Section 1 – Election

The elected officers of the association shall be president, president elect, secretary, treasurer and immediate past president. Those officers shall be elected biennially, in the odd number years, by a majority vote of the voting members of the association present and voting at the annual meeting. Only members of boards of health are eligible to hold office.

### Section 2 – Term

Each elected officer shall take office immediately following election for a period of two years.

### Section 3 – Vacancies

Vacancies in any office may be filled for the balance of the term by the board of directors at any regular or special meeting.

Section 4 – Duties

A. President – The president shall be the chief officer and shall preside at meetings of the association and of the board of directors. He/she shall also communicate to the association or to the board of directors such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the association and shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the board of directors. He/she shall have a vote on all contracts and legal documents authorized by the association. The president assumes the position of immediate past president at the conclusion of the two-year term.

B. President Elect – The president elect shall provide the president with any assistance required and shall serve as president in case of temporary absence or disability of the president. The president elect assumes the position of president at the conclusion of the two-year term.

C. Secretary – The secretary shall maintain the records of the association and shall be responsible for all correspondence and notices pertaining to the meetings and recording of all official actions of the association. The secretary shall sign with the president, all contracts and legal documents authorized by the association.

D. Treasurer – The treasurer shall have charge and custody of all funds and securities of the association and shall assure the deposit all moneys, securities and other valuable effects in the name of the association in such depositories as may be designated by the board of directors for that purpose. The staff carries out the day-to-day fiscal operations of the organization, sending fiscal status records to the treasurer prior to each meeting. Disbursement of the association funds shall be authorized by check with prior written authorization through email by the treasurer if the amount is over \$2000.

The treasurer shall make a financial report at the annual meeting or when called upon by the president. The treasurer assures the collection of annual dues. The books of the association shall be audited at the discretion of the board of directors. The treasurer or any other person entrusted with the handling of funds or properties of the association, may, at the discretion of the board of directors and at the expense of the association, be required to be bonded in such amount as the board shall prescribe.

E. Immediate Past President – The immediate past president shall serve as chairman of the nominating committee and shall perform such other duties as the board of directors may assign. The immediate past president also serves as the go-to for organizational continuity given his/her past service as president elect and president.

## **ARTICLE VII – BOARD OF DIRECTORS**

### Section 1 – Members

The board of directors shall consist of the officers of the association: president, president elect, secretary, treasurer and immediate past president each serving for the length of their term and directors shall serve for a period of two (2) years:

1. Five (5) district directors, one from each district northeast, northwest, central, southeast, and southwest shall be elected by voting members of the association present at the annual business meeting. Three regional directors shall be elected at the annual business meeting in the odd number years and two regional directors in the even number years.

2. Five (5) directors at large will be elected in addition to the regional district directors. Two directors at large shall be elected at the annual business meeting in the odd number years and three directors at large in the even number years. The nominating committee will strive to assure diverse representation of LHDs on the board of directors in terms of individual background and diversity as well as representation of large, medium, and smaller sized boards of health.

### Section 2 – Authority

The board of directors shall have supervision and direction of the affairs of the association between annual meetings of the members. All actions of the board of directors shall be subject to review by the voting members at any annual or special meeting. It shall recommend and act upon the hiring of an executive director or association management company, plan the annual meeting and shall have board discretion in the disbursement of association funds.

### Section 3 – Meetings

The board of directors shall hold a regular monthly meeting with the exception that the annual meeting of the association shall be that month's meeting. The board shall meet at such other times as may be called by the president or upon the request of a majority of its members. Notice of all meetings of the board of directors shall be electronically delivered to each member of the board at least fifteen days in advance of such meeting.

### Section 4 – Quorum for Board of Directors Meeting

A quorum shall consist of no less than six (6) board members present or, in the event of vacancies, a majority of the elected officers and directors.

Section 5 – Vacancies

In the event of a vacancy occurring on the board by reason of death, resignation or otherwise, the remaining members of the board shall appoint a replacement member to serve out the unexpired term.

**ARTICLE VIII – DISTRICTS**

The State of Ohio shall be partitioned in accordance with districts as established by the Ohio Department of Health for the purpose of establishing board membership.

**ARTICLE IX – DUES**

The board of directors shall determine amount of the annual dues.

**ARTICLE X – COMMITTEES**

The board of directors may, from time to time, create such standing or ad hoc committees as may be necessary or appropriate to carry out the purposes and programs of the association. Members of each such committee shall be appointed by the president, with approval of the board of directors, for a period required to execute its commission and in no case longer than one year without reappointment. The members of such committees need not be voting members of the association but shall be from member boards. A committee shall be appointed to review the bylaws and make recommendations for changes at a minimum of every two years or as needed.

**ARTICLE XI – FISCAL YEAR**

The fiscal year of the association shall be a twelve-month period ending on the last day of December or ending on such other date as the board of directors may determine from time to time.

**ARTICLE XII – PARLIAMENTARY AUTHORITY**

All meetings of the association and the board of directors shall be governed by *Robert's Rules of Order*, newly revised, except where they are inconsistent with the standing rules and orders of the association or are contrary to any existing laws of the State of Ohio.

**ARTICLE XIII – AMENDMENTS**

These by laws may be amended by a vote of two-thirds of the voting members of the association present at any annual or special meeting of the association provided that each member board of the association shall have been sent a copy of the proposed amendment not less than thirty days prior to the meeting. Any amendment adopted shall become effective immediately unless otherwise specified in the amendment.

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