KENTUCKY HEALTH DEPARTMENTS ASSOCIATION

BY-LAWS

Subject to the provisions and guidelines set forth in these by-laws, the Corporation shall function in the following manner:

ARTICLE I

NAME

The name of this body shall be the **Kentucky Health Departments Association, Inc.**

ARTICLE II

AUTHORITY

A. Local health departments are established under the general provisions of Chapter 212 of the Kentucky Revised Statutes.

B. The Corporation has been established with the full knowledge of the Department for Public Health.

C. The Corporation will advise the Department for Public Health and it's staff of matters pertaining to the operation of a county and/or district health department.

D. Reports of the Corporation's deliberations will be made to the Commissioner of the Department for Public Health, heinafter referred to as "the Commissioner".

ARTICLE III

PURPOSE

The purpose of this Corporation shall be

A. To promote better health services.

B. To obtain and exchange information.

C. To investigate problem areas and suggest solutions.

D. To promote continuing education.

E. To establish a framework for organizing health departments in order that they may communicate in a more effective manner with the Department for Public Health and with other state agencies.

ARTICLE IV

DEFINITIONS

A. Public Health Department: A single county or district health department that is governed by a Board of Health as established under Kentucky Revised Statutes.

B. Corporate Membership: That person who serves as Public Health Director (or appointed alternate) of a public health department in Kentucky. Such member in good standing is entitled to one vote. The Commissioner and the Director of Local Health Department Operations (or their designates) will be invited to be an ex-officio non-voting member.

C. Officers: Those members elected President, Vice-President, President-Elect, Secretary and Treasurer of the Board of Directors.

D. Executive Committee: The officers of the Association and four members of the Corporation elected by the membership, each representing a geographic region; East, West, North, South - East (ADD Districts VIII, IX, X, XI, XII), West (I, II, III), North (V, VI, VII, XV), South (IV, XIII, XIV), two at-large members and the President of the Kentucky Public Health Association as an ex-officio non voting member.

E. Executive Director: That person who is to serve as the Chief Executive Officer of the organization and performs those duties as outlined in a published job description.

ARTICLE V

GOVERNANCE

A. This Corporation shall be governed by the membership. The membership shall constitute the Board of Directors.

B. When necessary, the Executive Committee may act on behalf of the membership. All official actions taken by the Executive Committee, on behalf of the membership, shall be subject to ratification by the membership at the next regular Corporation meeting. The Executive Committee shall review the Treasurer's Statements at least annually. A formal financial review may be recommended by the Executive Committee, or the Treasurer, at any time.

ARTICLE VI

OFFICERS/COMMTTTEES/EMPLOYEES

Section I: Election of Officers

A. Any member in good standing is elgible to be an officer.

B. Officers shall be elected bi-annually, in even numbered years, by the membership of the Corporation at the October meeting and assume office in January of the following year.

C. Each such officer shall hold office at the will of the membership until he or she resigns, is removed (by three-quarters vote of membership in good standing), is otherwise disqualified to

serve, or until a successor shall be elected and installed. In the event a vacancy occurs, the membership shall elect an officer to serve the remainder of the term.

D. The term of all officers shall be for two (2) years, and no member shall serve more than one (1) consecutive full term in the same office.

Section 2: Duties of Officers of the Board of Directors:

A. **President:** The President shall preside at all meetings of the Board of Directors, sign the records thereof, sign contracts and other papers executed on behalf of the Corporation, perform all duties generally performed by presidents of like and similar organizations, and such further duties as may be required by the membership. The President shall serve as Chair of the Executive Committee.

B. **Vice-President:** The Vice-President shall perform all duties of the President in the event of the absence or disability of the President. In the event of the absence of both the President and the Vice- President, the Executive Committee may appoint a President Pro-tem. The Vice-President shall be responsible for the monthly program agenda.

C. **President-Elect:** To be President after two year term. Shall serve as Chair of the Legislative Committee as outlined in Article 6, Section 5,B.

D. **Secretary:** The Secretary shall keep minutes of the proceedings of the Corporation, make proper record of same, and in general perform such other duties as may be required by the membership.

E. **Treasurer:** The Treasurer shall have custody of all monies collected by the Corporation, shall give a report monthly to the Corporation and maintain proper records for all receipts and expenditures. Responsible for annual budget preparation.

Section 3: Nominating Committee:

A. A nominating committee shall be appointed by the President of the Board of Directors.

B. The nominating committee shall be composed of not less than three (3), nor more than five (5), members.

C. The Committee shall nominate a slate of officers and Committee persons, as defined in Article IV, Paragraphs C & D. The Committee shall present the slate at the September KHDA meeting in even numbered years.

D. Nominations may be made from the floor.

Section 4: Other Committees:

Other committees may be appointed from time to time by the President with the approval of the membership.

Section 5: Legislative Committee:

A. The Legislative Committee shall be a standing committee of the Corporation.

B. The President-Elect of the Corporation shall be Chairman of the Legislative Committee.

C. The Legislative Committee shall be composed of not less than five (5), nor more than seven (7) members of the Corporation and shall be appointed by the President of the Corporation.

D. The committee as outlined in Article VI, Section 5, Paragraph C, shall be in addition to the President-Elect of the Corporation.

E. The Legislative Committee shall identify, track, and inform the membership of all legislative initiatives of interest, and shall engage in such other activities regarding legislation not in conflict with Article IV of the Articles of Incorporation.

Section 6: Executive Director:

A. The Executive Director will carry out those duties assigned to him/her by the Executive Committee and/or the membership in addition to those standing duties as outlined in the position description attached to the employment contract.

B. The Executive Director shall report directly to the President of the Corporation as required and shall update the membership on his/her activities monthly.

C. The Executive Director shall serve under the term of the employment contract mutually agreeable to both parties.

ARTICLE VII

MEETINGS

A. The membership shall meet monthly at a time and place designated by the membership.

B. The President may call special meetings.

C. Special meetings will be announced at least seven (7) days prior to the meeting date.

D. In an emergency situation, the President may call a special meeting and waive, prior notice provisions of Article VII (C); however, any action taken at such meeting must be affirmed at the next monthly meeting.

E. Meetings shall be conducted according to Robert's Rules of Order.

F. A quorum shall consist of at least 40% of the voting membership in good standing.

G. The October meeting shall be the Annual Meeting of the Corporation.

ARTICLE VIII

DUES AND BUDGET

A. Dues shall be assessed annually on an equitable basis as agreed upon by the membership (but not less than $200.00 per calendar year), in accordance with the approved budget, as prepared by the Treasurer and presented at the October Meeting.

B. Special assessments may be levied equitably upon all members by a vote of the membership.

C. Upon payment of such dues, a member shall be considered to be in good standing with all the rights and priviliges pertaining thereto and as particularly provided for in Article IV (B).

ARTICLE IX

AMENDMENTS

The By-laws may be amended by majority vote of the members present, presuming there is a quourm. Written notice of any proposed change must be made available to each member not less than twenty (20) days prior to the next meeting.

ADOPTED BY KHDA 10/05/00