



## **Bylaws**

June 8, 2005 (May 21, 2010)

Amended February 21, 2014

Amended May 30, 2016

Revised March 2, 2018

### **Article I - General Information**

#### ***Section 1. Name.***

The name of this organization is the Colorado Association of Local Public Health Officials (henceforth referred to as "CALPHO" or the "Association").

#### ***Section 2. Purposes.***

The Association shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

#### ***Section 3. Powers.***

The Association shall have such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Colorado, by its Articles of Incorporation, and these Bylaws.

#### ***Section 4. Offices.***

1. Principle Office. The principal office of the Association shall be located where the Board of Directors may from time to time designate.
2. Registered Office. The Association shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose business office is identical with such registered office. The initial registered office and the initial registered agent are specified in the articles of incorporation. From time to time, the Association may change its registered office or change its registered agent, or both, upon filing a statement in the office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply.

#### ***Section 5. Fiscal year***

The fiscal year of the Association shall be January 1 through December 31.

### **Article II – Membership**

#### ***Section 1. Classification***

There shall be three classifications of membership: Active, Affiliate, and Collaborators, Partners and Sponsors (CaPS).

## ***Section 2. Qualifications and Privileges***

1. Active members shall be Local Public Health Agencies in Colorado. The Public Health Director (or delegate) of a member Local Public Health Agency (LPHA) shall be eligible to vote on behalf of that agency. The Public Health Director (or delegate) of a member LPHA may hold elected office.
2. Affiliate members include groups and organizations that hold specific positions within Local Public Health Agencies. Such organizations' membership shall be approved by the board. The President of such organizations (or a delegate) shall be eligible to vote on behalf of that organization.
3. Collaborators, Partners and Sponsors are organizations directly working with Local Public Health Agencies. Such organizations' membership shall be approved by the board. A representative of such organizations (or a delegate) shall not be eligible to vote.

## ***Section 3. Dues and Assessments***

1. The board shall set dues rates for all classes of Membership and shall collect dues annually on any schedule deemed appropriate.
2. Membership is contingent on payment of dues.
3. From time to time, based on a majority vote of the members, the Association may charge assessments.

## **Article III – Officers and board of Directors**

### ***Section 1.***

The Officers of the Association shall be the **president, president elect, past president, secretary** and **treasurer**.

### ***Section 2.***

The Board of Directors (henceforth referred to as "board") shall be comprised of the officers of the Association, one representative from each affiliate member organization and there will always be at least three directors-at-large as determined by the membership and elected from the Active members. Based on issues such as statewide membership and makeup of the board, the officers of the Board may recommend to the membership an increased number of directors-at-large.

### ***Section 3.***

The **president** assures that the Association activities are conducted in accordance with policy, law and the goals established by the board and membership.

1. The term of president shall be two years and the president may not serve consecutive terms.
2. The president shall:
  - a) preside over the board and the membership in the business meetings of the Association
  - b) with approval of the board create committees, task forces and work groups, and

- assign chairs
  - c) with approval of the board appoint CALPHO members to attend committees, work groups, task forces and other meetings and organizations at a state or national level as may be necessary to represent the interests of the Association
3. Additional duties of the president shall be described in organizational policy and as the board may assign.

**Section 4.**

The **president elect** develops leadership and organizational knowledge prior to assuming the duties of president.

1. The term of president elect shall be two years and the president elect may not serve two consecutive terms.
2. The president elect shall be elected by a majority vote of the combined total members voting at the Annual meeting in any election.
3. Any vacancy in the office of president elect shall be filled by a special election of the membership for a new candidate for the remainder of the term.
4. The president elect shall automatically become president in the event of a vacancy in the office of president.
5. Additional duties of the president elect shall be described in organizational policy.

**Section 5.**

The **past president** provides institutional memory of the board and counsel to the president.

1. The term of past president shall be two years.
2. The president shall automatically become the past president at the close of the second year of the term as president.
3. The past president shall serve as the chair of, and appoint members to the Nominating committee.
4. Additional duties of the past president shall be described in organizational policy and as the board may assign.

**Section 6.**

The **secretary** prepares and maintains all non-financial records of the Association.

1. The term of secretary shall be one year and may be re-elected for one additional term.
2. The secretary shall record the official minutes of the Association.
3. Additional duties of the secretary shall be described in organizational policy and as the board may assign.

**Section 7.**

The **treasurer** maintains Association financial records, in accordance with generally accepted accounting principles prepares and maintains all non-financial records of the Association.

1. The term of treasurer shall be one year and may be re-elected for one additional term.

2. The treasurer shall:
  - a) present financial reports, reviews and audits
  - b) assist in the development and present the Association's annual budget
3. Additional duties of the treasurer shall be described in organizational policy and as the board may assign.

**Section 8.**

Directors-at-large provide additional perspective from the membership. The term of Director-at-large shall be two years, and they may serve a second consecutive term.

**Section 9.**

The board shall serve as the governing body of the Association convened to carry out the interests of the membership and advance the purpose of the organization.

The board

1. In concert with the executive director, has general management of the affairs of the Association, on behalf of the membership
2. may make provisions for contracting or hiring an Executive Director. Other staff necessary to complete the work of the Association are hired at the discretion of the Executive Director
3. set the dues for the Association
4. makes all contracts, or authorize all contracts made in the name of the organization
5. approves and establishes policies
6. establishes and/or dissolves committees
7. performs duties as specified in the bylaws

**Section 10.**

In the event that a vacancy occurs for an affiliate organization board member, the president of that organization shall appoint a qualified member to serve the remainder of the term on the board.

In the event that a vacancy occurs for a director-at-large, the president shall appoint a qualified member of the Association to fill the vacancy and the appointee will serve for the remainder of the term.

**Section 11.**

Meetings of the board shall be held at the call of the president or at the call of the majority of the board. A minimum of six meetings shall be held each year. Notice of meetings shall be made to all board members at least 5 business days prior to the meeting. Members may participate in person, by phone or via other available electronic method (e.g., webcast or other technology). The board may act between regular meetings by written ballot or electronic mail.

**Section 12.**

A quorum of the board shall be a majority of the membership of the board.

**Section 13.**

All members of the board shall maintain membership in good standing with the Association for the duration of their terms.

**Article IV - Membership Meetings**

**Section 1. Annual Meeting - Time, Place, and Purpose.**

The Annual Meeting of the membership shall be held each year in October. The Annual Meeting shall include the election of officers and directors and the transaction of such other business as may properly be brought before the membership. Members may participate in person, by phone or via other available electronic method (e.g. webcast or other technology). The Association may act between regular meetings by written ballot or electronic mail.

**Section 2. Notice for Annual Meeting.**

Notice of the Annual Meeting of the membership, stating the time and place of the meeting, shall be delivered to the membership not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by or at the direction of the president, the secretary, or the officer calling the meeting.

**Section 3. Special Meetings.**

A special meeting of the membership may be called by the president or 2 members at any time.

**Section 4. Notice of Special Meeting.**

Written notice of a special meeting of the membership, stating the time, place, and purpose of the meeting, shall be delivered to the membership not less than twenty (20) nor more than sixty (60) days before the date of the meeting by or at the direction of the President or the board of Directors.

**Section 5. Voting.**

Each Active and Affiliate member, collectively referred to as Voting Members, shall have one vote.

**Section 6. Quorum.**

The presence of one-third of the voting members of the Association constitutes a quorum for any meeting.

**Section 7. Proxies.**

Each Voting Member may authorize an individual to act as proxy on any and all business that rightfully comes before the membership at a meeting called in accordance with these bylaws, including the establishment of a quorum.

## Article V - Committees

### **Section 1. Committees.**

With the exception of the committees provided for in this article, other committees may be created and abolished by the board of Directors. Such committees shall discharge such responsibilities as may be assigned to them by the board of Directors.

### **Section 2. Appointment and Removal.**

Unless otherwise provided in these Bylaws, the President shall designate a chair for each committee.

### **Section 3. Ex-Officio Members.**

The President shall be an ex-officio member of all committees. The President may from time to time appoint one or more additional persons as ex-officio members of committees. Ex-officio members of committees shall be entitled to all the rights and privileges of regular committee members but shall not vote or be counted in determining the existence of a quorum.

### **Section 4. Tenure.**

All committee appointments shall be for the term of one year or until the committee has completed its charge.

### **Section 5. Quorum.**

Unless otherwise designated by these Bylaws, a majority of the committee shall constitute a quorum.

### **Section 6. Manner of Acting.**

The act of a majority of a committee present at a meeting at which members are present or by some other means where each member can communicate with all other members shall be the act of the committee. No action of a committee taken at a meeting shall be valid unless a quorum is present.

### **Section 7.**

The standing committees of the Association shall be

1. Nominating Committee
  - a) The Nominating Committee shall be comprised of not less than three (3) Full members and the immediate Past President, who shall serve as chair.
  - b) The committee shall present the slate of candidates for Directors and Officers at least 30 days prior to the annual meeting.
2. Policy Committee
  - a) The Policy Committee shall be comprised of not less than three (3) Active members and a chair.
  - b) The committee shall provide input on policy issues that come before the Association for consideration and report back to the board with recommendations for action as described in organizational policy.

## **Article VI – Indemnification and Insurance**

Every director, officer, employee of the association and such others as specified from time to time by the board, shall be indemnified by the association against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a director, officer or employee of the association, or any settlement thereof, whether the person is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of negligence, willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

The Association may purchase and maintain insurance, including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit, on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Association; or was serving as a director, officer, employee, fiduciary or agent of the Association, against liability asserted against or incurred by the person in that capacity or arising from that person's status whether or not the Association would have the power to indemnify the person against the same liability as defined under C.R.S 7-129-102 , 7-129-103 , or 7-129-107.

## **ARTICLE VII: Legal Compliance**

The Association shall, at all times, comply with all applicable state and federal laws and regulations governing such organizations.

## **ARTICLE VIII: Parliamentary Authority**

Except as otherwise may be specified by these bylaws or actions of the membership from time to time, all meetings of the Association shall be conducted in accordance with the rules contained in the current edition of *Robert's Rules of Order, Newly Revised*.

## **ARTICLE IX: Conflicting Interest Transactions**

A conflicting interest transaction shall not be permitted unless (i) the material facts as to the director's relationship or interest and as to the conflict interest transaction are disclosed or are known to the board or the committee of the board that authorizes, approves, or ratifies the conflicting interest transaction, and the board or such committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; (ii) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the directors entitled to vote thereon, and the conflict interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the directors; or (iii) the conflicting interest transaction is fair as to the Association. No loans shall be made by the corporation to its directors or

officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until the repayment thereof.

According to C.R.S. 7-128-501 a “conflicting interest transaction” means a contract, transaction, or other financial relationship between the Association and a director of the Association, or to the extent known by the board member between (a) the Association and a party related to a director, or (b) the Association and an entity in which a director of the Association is a director or officer or has a financial interest. For purposes of this article, a “party related to a director” shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to the director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

#### **Article VII – Amendments**

These bylaws may be amended or revised by the affirmative vote of two-thirds of the voting members at any regular meeting of the Association. Bylaws changes may be adopted using electronic voting mechanisms as described in Article IV.

#### **Article VIII - Dissolution**

The Association shall use its funds only to accomplish the purposes specified in these Bylaws. No part of the funds shall be used to the advantage of any single person or entity or be distributed to the members of the Association. In the event of the dissolution or final liquidation of the Association, its remaining net assets shall be distributed to such nonprofit corporations or associations as are exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code, as deemed appropriate by the CALPHO board of Directors.