ASSOCIATION OF OHIO HEALTH COMMISSIONERS

# CODE OF REGULATIONS (AS AMENDED)

## ARTICLE I. NAME

The name of the organization shall be the Association of Ohio Health Commissioners, Inc.

## ARTICLE II. PURPOSE

The purpose of this Association shall be:

1. To work for the general improvement of public health services in Ohio.
2. To establish and maintain communications and coordination between Health Commissioners and local health districts to better understand common local problems.
3. To promote communication and cooperation between local health districts, the Ohio Department of Health and other agencies.
4. To support and provide for high quality continuing education experiences for Health Commissioners and other public health professionals.
5. To provide a united effort to obtain adequate financial support for local health districts from state, federal and other sources.
6. To review proposed legislation and administrative rules and to communicate the view of the Association to legislators, the Ohio Public Health Advisory Board and other state and federal agencies.

### ARTICLE III. MEMBERSHIP

Section 1. Primary Members

The primary members of this Association shall be those individuals holding the position of health commissioner in an Ohio health district pursuant to Sections 3709.11 and 3709.14 of the Ohio Revised Code, or employed as a health district’s chief executive officer who have paid the annual dues for membership as established by the Board of Directors. Members shall receive the full complement of benefits and services offered by the Association.

A primary member who serves multiple health districts, shall pay a dues amount equal to the base amount of dues and an additional combined population formula as approved by the Board of Directors for the health districts represented.

A newly appointed health commissioner or newly employed chief executive officer replacing a Primary member will automatically be a member until the expiration of the year for which dues were paid.

Membership shall entitle each primary member or their designee, who shall be a member of the health district staff, to one vote. All floor voting shall be conducted by means of ballot cards distributed to all primary members or their designee upon registration at each business session of the Association.

A primarymember of the Association may be represented by proxy who is a member of the primary member’s official staff. The proxy may act as an observer and, with proper written designation by the primary member, the proxy is entitled to speak and vote on any or all questions coming before the Association at any meeting.

Section 2. Affiliate Members

The affiliate members of this Association shall be those individuals in the position of leadership or management of an agency, organization or association who have paid the annual dues for affiliate members as established by the Board of Directors.

Affiliate members shall not have the right to vote or hold office in this Association, but may, and are encouraged to, participate as members of an Association committee, and, upon proper recognition by the presiding officer, participate in discussion on any and all questions coming before the Association at any meeting.

Affiliate members shall have access to limited informational services of the Association, as determined by the board, as a benefit of membership.

Section 3. Honorary Members

The Board of Directors may grant honorary membership to any individual who demonstrates an interest in public health, who is supportive of the goals of this Association and who has made significant contributions to public health in Ohio. Honorary members shall pay no dues, shall not have the right to vote or hold office, but may upon proper recognition by the chair, participate in the discussion on any or all questions coming before the Association at any meeting.

Section 4. Forum Members

The forum members of this Association shall be those individuals who are members of a Forum recognized under Article XVII of the Code of Regulations and have paid the annual dues for affiliate members, as established by the Board of Directors. Forum members shall not have the right to vote or hold office in this Association, but may upon proper recognition by the presiding officer, participate in discussion on any and all questions coming before the Association at any meeting.

Section 5. Life Members

Life members of the Association shall be those individuals who are retired from the position of health commissioner, chief executive officer, medical director or forum member. Life members may serve on committees for the betterment of public health. The dues for life members shall be set by the Board of Directors. Life members shall not have the right to vote or hold office.

Section 6. Sustaining Members

Sustaining members of the Association shall be those individuals or organizations interested in promotion of public health and the mission of the Association. Sustaining members shall not have the right to vote or hold office. Sustaining membership, membership benefits and dues shall be approved by the Board of Directors.

### ARTICLE IV. MEETINGS

Section 1. Regular Meetings

Regular meetings of this Association shall be held twice each year on such date and at such place as the Board of Directors shall determine. The meeting falling closest to the end of the fiscal year shall be designated as the annual meeting. Notice of such meeting shall be sent by regular US mail or email to each of the members at least sixty days prior to the time appointed for the meeting.

Section 2. Special Meetings

Special meetings of this Association may be called by the president, the Board of Directors, or by the written petition of twenty-five primary members. Written notice sent by regular US mail or by email stating the purpose for which the special meeting is called shall be provided to each member no less than five days prior to the date appointed for the meeting.

Section 3. Quorum

A quorum for all regular and special meetings of this Association shall consist of twenty-five percent of the primary membership present in person or by proxy as designated in Article III, Section 1.

**ARTICLE V. OFFICERS**

Section 1. Election

The officers of this Association shall be president, president-elect, vice president, treasurer and immediate past-president. The president-elect and vice president shall be elected at the annual meeting of the Association. The treasurer shall be elected at the annual meeting in even-numbered years. The nominations committee shall present a slate of candidates for the offices to be filled at each election. Nothing shall preclude the right of any individual member to present additional nominations for any office to be filled by election during the annual meeting from the floor. Nominations made from the floor shall require one second and the stated or written consent of the nominee. All elections of the Association shall be governed by the most recent edition of *Robert’s Rules of Order* except where they are inconsistent with the standing rules and orders of the Association or are contrary to this Code of Regulations or any existing laws of the State of Ohio.

Section 2. Term

The term of each office shall begin at the conclusion of the annual meeting of the Association. The vice president shall serve a term of one year. The president shall serve a term of one year. The president-elect shall serve a term of one year and shall automatically succeed to the office of president for a term of one year at the annual meeting of the Association. At the conclusion of the term as president, he/she shall serve one additional year as immediate past-president. The treasurer shall serve a term of two years. No treasurer, vice president, director at large or district director member of the association’s Board of Directors shall serve more than four (4) consecutive elected full terms.

Section 3. Duties

The duties of the elective officers shall be as follows:

1. President

The president shall be the chief officer of the Association and shall preside at all meetings of the membership and of the Board of Directors. He or she shall communicate to the Board of Directors and to the membership such matters and make such suggestions as may, in his or her opinion, tend to promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incidental to the office of president or as may be prescribed by the Board of Directors. He or she shall sign all contracts and legal documents authorized by the Association.

The President is expected to attend the Annual Meeting of the National Association of City and County Health Officials (NACCHO). In the event that the President is unable to attend this meeting, the President-Elect or other officer, may attend in their place. The Association may reimburse the attendee for expenses related to attending this meeting.

1. President-Elect

The president-elect shall provide the president any assistance required, shall serve as president in case of temporary absence or disability of the president, shall chair the public affairs committee, and shall perform such other duties as may be assigned by the Board of Directors.

1. Vice President

The vice president shall provide the president any assistance required and shall serve as the chair of the program committee and shall perform such other duties as may be assigned by the Board of Directors. The Vice president shall serve as the chair of the fall educational conference planning committee.

1. Treasurer

The treasurer shall:

* 1. Have custody of all funds and securities of the Association and 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.
	2. Review and provide input on association financial procedures.
	3. Insure that financial reports are provided for discussion at each meeting of the Board of Directors.
	4. For tax purposes, the treasurer shall be responsible for insuring that the association’s financial records and procedures conform to the requirements of federal and state laws.
	5. Make a written financial report to the members at each annual meeting and to the Board of Directors monthly.
	6. Convene a finance committee annually to prepare the association budget for approval by the board.

With the approval of the Board of Directors, the actual performance of any or all of these duties may be delegated to the staff.

1. Immediate Past-President

The immediate past-president shall serve as chairperson of the nominations committee, serve as a member of the finance and personnel committees, and shall perform such other duties as the Board of Directors may assign.

1. Executive Committee

The offices of president, president-elect, vice president, immediate past president and treasurer shall comprise an executive committee. The committee shall have the authority to make decisions on behalf of the association in the interim between meetings of the Board of Directors. A report of the activity of the executive committee shall be presented to the Board at the next meeting. The executive committee shall also perform an evaluation of the executive director of the Association 90 days before the anniversary date of their contract.

### ARTICLE VI. BOARD OF DIRECTORS

Section 1. Election

The Board of Directors shall consist of the officers of the Association, one director from each district of the Association and four directors elected at large. Directors at large shall be elected by the members of the association at the annual meeting of the Association. The district directors shall be elected by the members of the respective districts at the annual meeting of the Association The district director shall be a member from the respective district. If a district director fails to remain a member from that district it shall be considered to be a resignation from the Board. Removal from the Board shall require the concurrence of a majority of the Directors present at a duly called meeting at which a quorum is present.

The Board of Directors shall define the responsibilities of the directors at large and of the district directors to their respective districts. The term of office of the directors shall be for two years and terms shall be staggered, as determined by the Board of Directors, so that no more than two-thirds of the terms expire in any one year.

The district director will be responsible to mentor, or assign a mentor, to any new health commissioner within their district within three months of the starting date of the new health commissioner.

District directors shall serve as a member of a standing committee or on a special project representing the association and perform responsibilities as assigned by the Board of Directors.

Directors at large shall serve as a member of a standing committee or on a special project representing the association, act as liaison to other health entities or organizations, collaborate with district directors and perform responsibilities as assigned by the Board of Directors.

Section 2. Authority

The Board of Directors shall have supervision and direction of the affairs of the Association between annual meetings of the members and shall have broad discretion in the disbursement of the Association funds. The Board shall have authority to hire such staff as the Board determines is appropriate and necessary to achieve the objectives of the Association. The Board shall also have the authority to adopt policies for the purpose of governance of the Board and the operation of the Association.

Section 3. Meetings

The Board of Directors shall hold a regular meeting during the annual meeting of the Association and at such other regular intervals, not less than quarterly, as may be determined by the Board. Meetings may be conducted in person, by conference call or any other electronic form of communication deemed acceptable by the Board

Special meetings of the Board may be called by the president or upon the written request of three members of the board of directors. Notice of all meetings of the Board of Directors shall be sent by email to each member of the Board at least fifteen days in advance of such meeting. Emergency meetings of the Board may be called by the president by giving a twenty-four hour email notice to each member of the Board.

Section 4. Quorum

More than fifty percent of the members of the Board of Directors present at a meeting shall constitute a quorum for the transaction of business.

Section 5. Attendance Requirement

Members of the Board of Directors are expected to attend all meetings of the Board. Absence from two consecutive meetings of the Board without submitting written or oral notice of absence to the association office or association president shall be considered to be a resignation from the Board. Removal from the Board for such unexcused absences shall require the concurrence of a majority of the Directors present at a duly called meeting at which a quorum is present. Every effort shall be made to attend regular business meetings in person.

Section 6. Vacancies

A vacancy in the office of president shall be filled by the duly elected president-elect. A vacancy in a District Directors office shall be filled by a special election of the primary members of the affected district that is administered by the chair of the nominations committee with 60 days from the date of vacancy.  Vacancies in any other office may be filled for the balance of the term by the Board of Directors at any regular or special meeting.

**ARTICLE VII. STAFF**

Section 1. Employment

The Board of Directors may appoint and employ appropriate staff to serve the Association and shall define the duties, responsibilities, authority and compensation for all staff positions.

Section 2. Executive Director

The executive director, under the general direction of the Association executive committee, will have responsibility for the day-to-day operations of the Association office and for the supervision of all other staff members.

The executive director shall act as secretary to the Board of Directors, recording all official actions of the association and maintaining the records of the Association.

**ARTICLE VIII. DISTRICTS**

The State of Ohio may be partitioned into districts at the discretion of the Board of Directors, subject to the approval of the members at any regular or special meeting, for the purpose of providing representation and services to the members of the Association.

**ARTICLE IX. DUES**

The Board of Directors, subject to approval of the members at any regular or special meeting, shall determine the amount of the annual dues for the members. The Board of Directors shall determine the amount of annual dues for affiliate members, forum members and life members. Dues shall be established and paid for each calendar year.

**ARTICLE X. COMPENSATION**

The compensation and expenses of the staff shall be determined and paid by the Board of Directors from the Association’s accounts. All members of the Board of Directors shall serve without compensation, but may be entitled to reimbursement for necessary expenses associated with performance of the duties of the office as determined by the Board of Directors.

**ARTICLE XI. GIFTS AND BEQUESTS**

The Association, through the Board of Directors, is hereby authorized to receive contributions, gifts, bequests and grants for the advancement of public health in Ohio and the benefit of the Association.

**ARTICLE XII. COMMITTEES**

Section 1. Appointment

All standing and ad hoc committees of this Association shall be appointed by the President with the approval of the Board of Directors. Terms of appointment shall be for one year. Members serving on committees shall serve without compensation but may be entitled to reimbursement of necessary expenses as determined by the Board of Directors.

Section 2. Standing Committees

The Association shall have the following standing committees: Nominations, Public Affairs, Resolutions, Program, Finance, Public Health Preparedness, and Code of Regulations. The President may also establish special committees as needed.

Standing and special committees may develop bylaws for the operation of their committees. If bylaws are adopted by a standing or special committee they shall not be in conflict with the Code of Regulations and shall be approved by the Board of Directors.

Regular reports shall be made from standing or special committees to the Board of Directors or Public Affairs Committee. A report from each committee is due at the Annual Meeting.

1. Nominations

The Nominations Committee shall present to the membership at the opening business session of each annual meeting a slate of candidates for each office to be filled by election at the annual meeting. Any member meeting the qualifications outlined in this Code of Regulations may become a candidate for an office by submitting to the nominations committee a request to be placed on the ballot for a respective office.

The immediate past president shall chair the nominating committee. The immediate past president and nominating committee members shall not be eligible for nomination for any office on the ballot in the year in which they serve on the nominating committee. The president shall appoint two (2) members from the board of directors and three (3) additional members at large from the Association membership to provide for representation from all of the association districts.

The Nominations Committee shall assure that each nominee meets the qualifications for office as provided in this Code of Regulations with respect to Article V of the Code of Regulations.

In the event that there is a vacancy in a District Director, the Nominations Committee will organize and election of the primary members of that district to elect a new District Director within 60 days of the vacancy. Such elections may be conducted by regular US mail, or electronic ballot. The elected District Director will serve the remainder of the unexpired term of vacated District Director.

1. Public Affairs

The Public Affairs Committee shall review legislation of public health interest and concern introduced in the U.S. Congress or the Ohio General Assembly and Ohio Administrative Rules affecting public health and recommend positions on such proposed legislation and rules to the Board of Directors. The President-Elect shall serve as the chair of the Public Affairs Committee.

1. Resolutions

The Resolutions Committee shall receive all resolutions submitted by any member, shall conduct open hearings on each resolution during the regular or special meeting and shall report a recommendation on each resolution to the members at the business session of each meeting.

1. Program

The Program Committee shall plan and promote the educational program for the fall educational conference of the Association and shall secure continuing education credits for the meeting from appropriate professional organizations. The Vice-President shall chair the program committee.

The committee shall submit an estimate of program expenses and recommend registration fees to the Board of Directors for approval.

1. Finance

The Finance Committee shall be convened annually by the treasurer to prepare the association budget for the next fiscal year for approval by the Board of directors. The finance committee shall be comprised of the executive committee, the executive director and, at the discretion of the treasurer, additional member(s) from the Board of Directors.

1. Public Health Preparedness (BTeam)

The Public Health Preparedness Committee (BTeam) shall review and make recommendations for public health preparedness activities. This committee shall work closely with the Ohio Department of Health in the development of grant programs that support preparedness activities on both a local and state level. This committee will develop and recommend any concurrence required by federal or state grants from local public health.

1. Code of Regulations

The Code of Regulations Committee shall annually review this Code of Regulations and may propose such amendments as are deemed necessary, shall draft amendments as proposed by the Board of Directors and shall review all proposed amendments for proper language and consistency with the remainder of the Code of Regulations. The committee shall report a recommendation on all proposed amendments to the primary members prior to a vote on the proposed amendments.

Section 3. Special Committees

The President, with the consent of the Board of Directors, may appoint such other ad hoc or special committees as may be deemed necessary or appropriate to carry out the purposes and programs of the Association. Such committees shall confine their work to the purpose for which they were appointed and shall report to the Board of Directors. They shall not have the power of action unless such power is specifically granted by the action, which created the committee.

Section 4. Attendance Requirement

Members of all standing and special committees are expected to attend all meetings for their respective committee. Absence from two consecutive meetings without being excused shall be considered to be a resignation from the committee. The committee chair shall notify the executive director who will ask the president to appoint a replacement.

Section 5. External Advisory Groups

The president, with consent of the Board of Directors, may appoint members to external advisory groups, study committees, commissions, or other external groups. Members serving on such external groups should endeavor to represent the best interest of the Association and its members. members appointed to represent AOHC will distinguish comments made on behalf of AOHC from personal comments. Members serving on external advisory groups will be required to provide a written status reports or update to the executive director, president, and Board of Directors after each meeting (not more than one report monthly).

External organizations desiring to have official public health representation from AOHC on external advisory groups, study committees, commissions, or other groups should request representation in writing TO the Association. When representation from AOHC on an external group is required by law, rule, or policy, such representation shall be appointed pursuant to this rule.

Good faith effort shall me made to notify the membership of upcoming appointment requests and solicit applicants for consideration from the general membership. vacancies on external advisory groups will be appointed in the same manner as the original member appointment.

Members serving on advisory roles on various external groups that are not appointed by the Association pursuant to this rule do not represent the viewpoint of the association or the membership.

**ARTICLE XIII. LEGISLATIVE POLICIES**

The legislative policies of this Association shall be determined by majority vote of the PRIMARY members present in person or by proxy and authorized to vote at any regular or special meeting of the Association or by referendum. During any legislative session, the Association can be bound to a position on specific pieces of legislation as adopted by the Board of Directors.

**ARTICLE XIV. FISCAL YEAR**

The fiscal year of the Association shall be a twelve month period ending the last day of Decemberor ending on such other date as the Board of Directors, may, from time to time, determine.

**ARTICLE XV. PARLIAMENTARY AUTHORITY**

All meetings of the Association and of the Board of Directors shall be governed by the most recent edition of *Robert’s Rules of Order* except where they are inconsistent with the standing rules and orders of the Association or are contrary to this Code of Regulations or any existing laws of the State of Ohio.

**ARTICLE XVI. RESOLUTIONS**

Section 1. Resolutions

All PRIMARY members of the Association shall have the right to submit resolutions. Resolutions shall be submitted in writing to the staff of the Association not less than thirty days prior to the opening of any regular or special meeting. The staff shall mail OR EMAIL copies of all proposed resolutions to each member of the Association not less than twenty days prior to the opening of any regular or special meeting. All resolutions shall be referred to the resolutions committee. The report of the resolutions committee shall be considered and final action shall be taken on each resolution at the business session of any regular or special meeting of the Association.

Section 2. Emergency Resolutions

Resolutions submitted to the executive director within thirty days of the opening of any meeting shall be considered emergency resolutions and shall be referred to the resolutions committee only if supported by a minimum of twenty-five percent of the primary members present and voting at the opening of the meeting.

**ARTICLE XVII. FORUMS**

The leaders of the various professional disciplines in local health departments may petition the Board of Directors to be recognized as a Forum. The purpose of a forum is to enhance communication within professional disciplines in order to improve the exchange of information. After being formally recognized by the Board of Directors members of the Forum may be appointed to standing and special committees of the Association. Forums are organizational entities of the Association and as such, all forum members must be Affiliate Members of the Association. Forums do not receive any financial support from the Association.

Forums shall adhere to the following:

1. Forums shall develop a Charter to provide organizational guidance on such matters as meeting frequency, location and time; leadership roles, selection and length of service; membership requirements; and any other matters related to the governance of the forum. Nothing in the Charter may be in conflict with or supersede any sections of the Association’s Code of Regulations.

1. Forums may designate individuals to participate in the Public Affairs Committee, Program Committee and other committees deemed appropriate by the Board of Directors.
2. Forums shall organizationally function through the Association staff and central office regarding meetings and other activities of the Forum.
3. Forums shall present concerns of the Forum to the Board of Directors of the Association for discussion, consideration and action.
4. Forums shall support legislative activity and legislation in concert with the Association Board of Directors.
5. Forums shall function under the Association’s Code of Regulations. Forums shall provide consultation to the Board of Directors regarding specialized public health issues represented by the Forum.

**ARTICLE XVIII. AMENDMENTS**

This Code of Regulations may be amended by the affirmative vote of two thirds of the primary members of the Association present at any annual or special meeting of the Association, provided that each primary member of the Association shall have been sent a copy of the proposed amendment by regular US mail or e-mail not less than thirty days prior to the meeting. Any amendment adopted shall become effective immediately unless otherwise specified in the amendment.