

**WISCONSIN MINORITY HEALTH LEADERSHIP
COUNCIL**

BYLAWS

Adopted September 11, 2008

Amended March 11, 2010

1 NAME, PURPOSE, AND OFFICES

- 1.1 *Name. The name of the Organization shall be The Wisconsin Minority Health Leadership Council (also referred to as “WMHLC” or “the Council”) which was established and operates under the authority of the Wisconsin Department of Health and Family Services Secretary (also referred to as “DHFS Secretary”).*
- 1.2 *Purpose. The Council shall be a leading authority on understanding and communicating the health needs of racial and ethnic minority populations in Wisconsin. The mission of the Council shall be to advocate for the elimination of health disparities and to give a voice to health issues affecting racial and ethnic minority populations in Wisconsin. The Council shall advise and educate the Department of Health and Family Health Services Secretary, the Division of Public Health (DPH) Administrator, the Governor, the legislature, and the public on methods to improve the overall health and well-being of racial and ethnic minority populations in Wisconsin; and will provide input regarding the development of strategies, goals, and program activities for the Wisconsin Minority Health Program.*
- 1.3 *Principal Office. The Council shall maintain its principal office in Madison, Wisconsin which shall initially be the office of the Wisconsin Minority Health Program within the Division of Public Health, Department of Health and Family Services of the state of Wisconsin. The Council may maintain offices and transact business at any place designated by the Council or the DHFS Secretary.*

2 POWERS AND MEMBERSHIP

- 2.1 *Powers. The Council shall be managed, controlled, and its powers exercised by the voting members of the Council except as otherwise provided by statute or these Bylaws. The functions and responsibilities of the Council shall include but not be limited to: determining the scope of Council activities; engaging in strategic planning, establishing goals, objectives and prioritizing activities; setting*

policies and procedures governing Council activities; establishing fiscal policies as necessary to support Council activities; establishing job descriptions and personnel policies when necessary; approving a budget as appropriate; and evaluating Council activities and performance.

- 2.2 *Council Composition.* *Membership on the Council shall consist of fifteen (15) voting members, people with strong expertise and/or interest in minority health and racial and ethnic health disparities. Racial and ethnic minority groups as defined in state statute (African American, American Indian, Hispanic and Asian) shall be represented among such members.*
- 2.3 *Appointing Authority:* *Voting members of the Council will initially be nominated by the WMHLC Planning Team and subsequently nominated in a self-perpetuating manner by the Council itself. All appointments shall be approved or confirmed by the DHFS Secretary. Council members are appointed at the annual meeting (Sec. 3.2) by majority vote of remaining Council members present at the meeting. Confirmation of appointments shall be made by the Secretary prior to the Council's next scheduled meeting. Any nomination or slate of candidates presented for appointment shall assure compliance with composition requirements and qualifications defined in these Bylaws (Sec. 2.2), and shall assure that the Council's needs for appropriate expertise are addressed.*
- 2.4 *Council Member Orientation and Development.* *New Council members shall be provided with a manual containing, but not limited to, a directory containing bio-sketches and contact information for all other Council members and staff members of the Wisconsin Minority Health Program, a copy of the current Bylaws of the Council, a copy of the current WMHLC strategic plan, and guidelines regarding Council member roles, responsibilities, relationships, and job descriptions for Council Officers. New Council members will be given the opportunity to meet with the Wisconsin Minority Health Officer and other staff and Council members as needed to ask questions and to discuss the purpose and mission, history, plans, and any other matters of organizational interest or questions regarding role, responsibilities, and relationships. When the opportunity presents, Council members shall be invited to attend*

in-house training, state, regional, or even national conferences to further their education and knowledge of minority health disparities, best practices in addressing those disparities, and/or to generally develop their role as health leaders and trustees.

- 2.5 *Term of Office.* *Term of office shall be three years, such terms ending at the annual meeting of the Council in June of each year. Initially, 1/3 of the membership will be appointed for a 1 year term, 1/3 of the membership will be appointed for a 2-year term and 1/3 of the membership will be appointed for a 3-year term. Going forward, the term of a voting Council member shall be three years unless filling a vacancy for a voting member with a lesser term. When changing the number of voting members or when filling vacancies by appointment, the term of office for positions being filled will be staggered, three years or less, such that approximately one-third of member terms would expire each year. Each member shall hold office until a successor is elected or appointed, or until such member's earlier resignation, death, or removal. There is no limit to the number of terms or consecutive terms to which a member may be appointed by the Council and confirmed by the DHFS Secretary.*
- 2.6 *Advisors to the Council.* *From time to time, the Council may invite non-voting or ex-officio appointments to membership on the Council. The non-voting, ex-officio members shall be approved by a majority vote of the Council. Council advisors shall have all privileges of members except voting privileges and may serve as members of committees of the Council. Council advisors are chosen for their expertise in technical matters, to advocate for, or assist in, providing representation for the various communities or minorities being addressed through activities of the Council, or to facilitate collaboration with other local, regional, or statewide agencies, organizations, or government. Council advisors shall receive all meeting notices and correspondence, shall be invited to attend all Council meetings and meetings of committees to which the advisor is appointed, and shall be eligible for reimbursement of expenses associated with Council membership as defined in these Bylaws. Terms for Council advisors expire at the annual meeting following appointment. There is no limit to the number of terms or consecutive terms that Council advisors may be appointed.*

- 2.7 Removal of Members and Resignation: *Unexcused absence of a Council member from three consecutive meetings shall constitute that member's resignation and removal from the Council and create a vacancy on the Council. Such Council member shall be notified of such removal by letter. A Council member or advisor wishing to resign will submit such resignation in writing to the Chairperson who shall present it to the Council for action to either create a vacancy to be filled as soon as possible or to create a vacancy to be filled at the next annual meeting. The Council may also remove a member or advisor whenever it is determined that such removal shall serve the best interests of the Council. Examples of possible cause for removal include, but are not limited to, excessive absence from meetings; breach of confidentiality regarding staff or Council business; accepting non-allowed personal remuneration for actions related to Council business; or other conflict of interest.*
- 2.8 Vacancies: *A majority of Council members then in office, though less than a quorum, or the sole remaining member, may take action to fill vacancies until the end of the vacant term. A member so chosen shall hold office until the end of the term to which the original member was elected or until such new member's earlier resignation, death, or removal.*
- 2.9 Voluntary Service and Reimbursement for Expenses. *Members and advisors of the Council shall not be compensated for their services, except as otherwise specified by Wisconsin statute §15.09(6) entitled Council.*

3 MEETINGS

- 3.1 Regular Meetings. *Regular meetings of the Council shall be held at least four times a year at the time and place designated by the Council, or more often as deemed necessary by the Council or the DHFS Secretary in consultation with the Council Chairperson. The Chairperson or designee may cancel or reschedule a meeting when travel might constitute a safety issue for members because of weather or road conditions, or when it is known in advance that a quorum of members will not be in attendance.*
- 3.2 Annual Meeting. *The Annual Meeting shall be held each year in June at a time and place designated by the Council.*
- 3.3 Special Meetings. *Special meetings of the Council may be called by the Chairperson, Vice-Chairperson, or Secretary of the Council, or by any three voting members of the Council. Special meetings with the DHFS Secretary and/or DPH Administrator may be called by the Council or by the Chairperson of the Council as deemed necessary.*
- 3.4 Notice of Meetings. *Notice of each annual, regular, or special meeting shall be made by the Council Secretary, or the Secretary's delegate, to each member of the Council and to Council advisors at least ten (10) days prior to the meeting. The notice shall state the date, time, and place of the meeting. Notice of any regular or special meeting may be waived by the Council if each voting member affirms in writing that advance notice of the meeting has been waived.*
- 3.5 Conduct of Meetings. *Meetings shall be conducted, and records of the proceedings shall be kept, as required by applicable laws and DHFS regulations including the Wisconsin Open Meeting Law, Wisconsin Statutes §§19.81 through 19.98 and the Wisconsin Public Records Law, Wisconsin Statutes §§19.31 through 19.39. The Council reserves the authority to go into executive session for confidential discussion of sensitive issues as deemed necessary and appropriate to the subject matter and in accordance with statutes*

noted above.

- 3.6 Voting. *Each voting member present at a meeting shall have one vote. The act of a majority of members present shall be the act of the Council unless a greater number is required by provision in these Bylaws. No proxy votes will be allowed.*
- 3.7 Member Attendance at Meetings. *A voting member is considered present at a meeting when attending in person, or via telephone or other electronic conference. The absence of a member from a meeting shall be considered an excused absence when that member has described good cause in a call or message to the Chairperson or Chairperson's delegate. Otherwise, absence shall be considered an unexcused absence and the minutes of the meeting shall reflect whether absences are excused or unexcused.*
- 3.8 Quorum. *Fifty one percent of voting members present at a meeting shall constitute a quorum for the transaction of business by the Council.*
- 3.9 Action Without Meeting. *The Council may take any action without a meeting if all the voting members consent to the action in writing. Such written action shall be filed with the minutes of the meetings.*
- 3.10 Reporting. *On a regular basis, the Council shall report key findings and recommendations to the DHFS Secretary and DPG Administrator on issues that affect the health and well-being of racial and ethnic minority groups in Wisconsin.*

4 OFFICERS

- 4.1 Officers and Qualifications. *Officers of the Council shall be a Chairperson of the Council, a Vice-Chairperson. Officers of the Council shall be voting members of the Council.*
- 4.2 Election and Term of Officer. *Officers shall be elected by the Council at the annual meeting. The officers shall hold office for a term expiring at the end of the next annual meeting. The Council may elect other officers and agents they deem necessary or appro-*

priate. There is no limit on the number of terms or consecutive terms a voting member may serve as an officer.

- 4.3 Removal of Officers. *The Council, by resolution and simple majority, may remove an officer whenever it is determined that such removal shall serve the best interests of the Council.*
- 4.4 Vacancies. *A vacancy in any office because of death, resignation, removal, or disqualification, may be filled by the Council for the unexpired term of such office.*

5 DUTIES OF OFFICERS

- 5.1 Chairperson of the Council. *The Chairperson of the Council shall preside at all meetings of the Council, is an ex-officio member of all committees established by the Council, is responsible for coordinating the selection and evaluation process for the Council and its members, is responsible for excusing members who show good cause for absence from attendance at Council meetings, and shall perform other duties as directed by these By-Laws or by the Council. The Chairperson shall work closely with the staff of the Wisconsin Minority Health Program to prepare agendas for meetings and review minutes of council meetings. The Chairperson of the Council is responsible for assuring that reports on activities of the Council are prepared and presented to the DHFS Secretary and/or DPH Administrator.*
- 5.2 Vice-Chairperson of the Council. *The Vice-Chairperson of the Council shall perform duties assigned by these Bylaws, the Council, or by the Chairperson of the Council. The Vice-Chairperson shall work closely with the Chairperson and staff of the Wisconsin Minority Health Program to assure that members are notified of meetings in accordance with provisions of these bylaws, shall assure that attendance records and minutes of Council and Council committee meetings are recorded accurately and maintained in the Wisconsin Minority Health Program offices. The Vice-Chairperson shall have all the powers and perform all the duties of the Chairperson if the Chairperson is temporarily unable to act.*

6 COMMITTEES OF THE COUNCIL

- 6.1 *Executive Committee. The Council shall have an Executive Committee consisting of five members: the Chairperson of the Council, the Vice-Chairperson of the Council, and three at-large members of the Council elected at the annual meeting of the Council. A simple majority of members at any called meeting of the Executive Committee shall constitute a quorum of the Committee. Should a vacancy occur on the Executive Committee between annual meetings, the Executive Committee shall appoint a current member of the Council for the remaining term. The Executive Committee of the Council shall have all the powers of the Council between regular meetings of the Council except that the Executive Committee shall be excluded from amending the bylaws of the Council, shall be excluded from electing officers of the Council, and shall be excluded from filling vacancies on the Council. The Executive Committee shall act as the Bylaws Committee of the Council and from time to time, shall be responsible for review of bylaws and recommendation of revisions to the full Council. The Executive Committee, in collaboration with the Minority Health Program staff members, and with input from other Council members as appropriate, shall establish agendas for Council meetings. The Executive Committee shall keep minutes of its meetings and make a full report of all actions taken to the next regular meeting of the Council. Meetings of the Executive Committee may be held at such time and place as may from time to time be determined by the Chairperson of the Council upon giving notice to each member of the Executive Committee.*
- 6.2 *Standing and Ad Hoc Committees. The Council may create or establish standing or ad hoc committees, composed of members of the WMHLC, non-voting members, ex officio members or other individuals with strong interest and/or expertise in minority health and racial and ethnic health disparities. Establishment of committees shall be made by resolution of the Council setting forth the powers, duties and responsibilities of such standing or ad hoc committees. The scope of work of any committee so created shall include the duty to review policies and documents in deliberation and discussion of issues within its scope and to then make recommendations to*

the full Council based on thorough and in depth consideration of options, opportunities, and staff recommendations or input.

- 6.3 *Committee Membership.* *The Chairperson of the Council shall appoint or dismiss the membership of committees and shall appoint a chairperson for each committee created by the Council. Appointments, resignations or terminations from committee membership shall be recorded in the minutes of the Council.*
- 6.4 *Minutes of Committee Meetings and Reports.* *The chairperson of each committee of the Council shall keep or cause to be kept, minutes of meetings of such committees and shall file the minutes with the Wisconsin Minority Health Program in the Council's principal office. The chairperson of each committee shall review and approve minutes of meetings taken by staff or others, and staff shall present the approved version to the full council for discussion and final approval. The chairperson of each committee shall report findings, recommendations, actions or resolutions to the next regular meeting of the Council.*

7 GENERAL AND OTHER PROVISIONS

- 7.1 *Records.* *There shall be maintained at the principal office of the Council, in the custody and care of the Minority Health Officer, all financial books and records of accounts, all minutes of Council meetings, Council Committee meetings, and copies of all other material, records, books, documents, and contracts. All such books, records, minutes, documents, and contracts shall be made available for inspection at any reasonable time during the usual business hours by any member of the Council, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each officer or agent of the Council shall turn over to his or her successor or to the Chairperson, in good order, such moneys, books, records, minutes, documents, contracts or other property of the Council as have been in the custody of such officer or agent during his or her term of office.*
- 7.2 *Dissolution of the Council.* *Upon the dissolution of the Council, after paying or making provision for payment of all liabilities of the*

Council, disposition of all assets of the Council shall occur by turning such assets over to the Minority Health Program and/or the Division of Public Health of the Wisconsin Department of Health and Family Services.

- 7.3 *Conflict of Interest and Nepotism.* *The Council shall prohibit conflict of interest or the appearance of conflict of interest by personnel, Council members, advisors, consultants and those who provide services or furnish goods to the Council. The Council shall prohibit staff members, consultants, or members from using their position for purposes that are, or give the appearance of being, motivated by desire for financial gain for themselves or others with whom they have family, business, or other ties. An individual member with an actual or potential conflict shall be prohibited from involvement in the selection, award, and administration of any such contract; a conflicted Council member shall disqualify himself or herself from voting and commenting on the contractor's selection and any monitoring or oversight function.*

Persons related to a voting member (spouse, child, parent, grandparent or sibling by blood or marriage) may not be employed by the Council. Persons related to an employed staff member of the Wisconsin Minority Health Program may not be elected a voting member of the Council but may serve in a non-voting advisory capacity. At least 90 days must elapse between the effective date of resignation by a voting member and that person's employment by the Minority Health Program. At least 90 days must elapse between the effective date of termination of an employee and their eligibility for election or appointment as a member or advisor on the Council.

- 7.4 *Liability.* *The Council and the DHFS Secretary shall indemnify any Council member, officer, or employee of the Council as provided by law under the provisions of Wisconsin Statute § 181.0872 for expenses or liability arising as a result of performance of duties to the Council.*

In accordance with the provisions of Wisconsin Statute §181.0855, or as the same may hereafter be amended, a person who serves as a volunteer trustee or who serves in an advisory capacity to a voluntary board or council is not liable to that body, its members or

creditors, or any other person asserting rights on behalf of the that voluntary body, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a member or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

A willful failure to deal fairly with the Council or its members in connection with a matter in which the member or officer has a material conflict or interest.

A violation of criminal law, unless the member or officer has reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

A transaction from which a member or officer derived an improper personal profit or benefit.

Willful misconduct by a member.

8 AMENDMENT OF BYLAWS

8.1 Repeal, Alteration, or Amendment of Bylaws. These Bylaws may be repealed, altered, or amended or substitute Bylaws may be adopted by a two-thirds vote of the Council members present and voting at any scheduled meeting. Notice of proposed amendments shall be mailed to each member of the Council at least (10) days prior to the meeting at which such amendments are to be considered.

The foregoing Bylaws of The Wisconsin Minority Health Leadership Council, were adopted by the Council on the 11th day of September, 2008.

*MaryAnn Borman
Chairperson*

The Wisconsin Minority Health Leadership Council

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Vice-Chairperson

The Wisconsin Minority Health Leadership Council