

AMENDED AND RESTATED BYLAWS
of
CONNECTICUT ASSOCIATION OF DIRECTORS OF HEALTH, INC.

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BYLAWS

of

CONNECTICUT ASSOCIATION OF DIRECTORS OF HEALTH, INC.

ARTICLE I. GENERAL

1.1. Purpose. These bylaws supplement certain provisions of the certificate of incorporation of Connecticut Association of Directors of Health, Inc. (the “Corporation”) and the Connecticut Revised Nonstock Corporation Act, as amended (the “Act”). References in these bylaws to provisions of the Act shall refer to any corresponding provisions of similar Connecticut law enacted after the date hereof.

1.2. Mission. The mission of the Corporation is to convene, engage, mobilize, and support Connecticut’s local health departments and to fortify their leadership role in establishing healthier Connecticut communities. The Corporation represents full-time and part-time directors of health of municipal health authorities and district departments of health in fulfilling the Corporation’s purposes, as set forth in the Corporation’s certificate of incorporation.

1.3. Offices of Corporation. The Corporation’s board of directors (the “Board”) shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Corporation and such additional offices as it shall determine in its discretion.

1.4. Membership. The Corporation is a membership corporation. Consistent with the Corporation’s certificate of incorporation, there are two classes of members of the Corporation (“Members”):

- a. **Members.** Any individual employed by a city, borough, town, district (as provided in Section 19a-241 of the General Statutes of Connecticut or any corresponding provisions of similar Connecticut law enacted after the date hereof) or Indian tribal nation located within the boundaries of the State of Connecticut as a director of health is automatically deemed to be a member (“Member”). Any Member whose dues are current, defined by the CADH Policy Statement Regarding Non-voting Members, most recently accepted by the Board on April 28, 2010, as may be amended from time to time by the Board, is automatically deemed to be a voting Member (“Voting Member”). Voting Members shall be counted in determining a quorum and shall be entitled to vote. Only Voting Members are eligible for membership and participation on CADH Standing Committees; for nomination and election to the CADH Board; and for nomination and election as Officers.

- b. **Honorary Members.** At the annual meeting, the Board may elect any number of Honorary Members by an affirmative vote of at least majority of directors present at a meeting of the Board at which a quorum is present. Honorary membership shall be eligible to former Members now officially retired and other persons who have made significant contributions to public health. Honorary Members may be invited to attend meetings of the Members, but Honorary Members shall not be counted in determining the presence of a quorum at such meetings and shall not have the right to vote on any matter which comes before the Members.

The Members shall have such further rights, privileges and obligations conferred upon them by the Corporation's certificate of incorporation and these bylaws, and otherwise accorded by the Act.

1.5. Quorum. One-quarter of the Voting Members shall constitute a quorum for the transaction of business relating to the affairs of the Corporation consistent with the rights of Voting Members.

1.6. Meetings of Members. The annual meeting of the Corporation's Members shall be held in June, or at such date, time and place as the Board shall determine, and as shall be set forth in the notice of the meeting. Notice of annual, regular or special meetings of the Members shall be provided to the Members and directors at least ten days and no more than sixty days prior to the meeting and in accordance with Article 6.3 of these bylaws. Special meetings may be held at such dates, times and places, and for such specific purposes, as the Board shall determine, and as shall be set forth in the notice of the meeting.

At each annual meeting or any special meeting called for such purpose, the Members shall receive reports from the Corporation's directors, officers, agents and committees and conduct any other business relating to the affairs of the Corporation consistent with the rights of the Members. Voting Members shall elect directors and officers in accordance with these bylaws.

Guests may attend any annual, regular or special meeting of the Members if accompanied by a Member or by permission of the President.

1.7. Membership Dues. In conjunction with budget preparation and approval, dues for membership shall be recommended annually by the Finance Committee to the Board and approved by the Voting Members by the affirmative vote of at least a majority of Voting Members present at a meeting of the Members at which a quorum is present. Dues are payable annually on or before July 1.

ARTICLE II. BOARD OF DIRECTORS

2.1. Authority and Composition. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, the Board, subject to any limitations set forth in the certificate of incorporation.

2.2. Number. The Corporation shall have no fewer than eight and no more than seventeen directors, including ex-officio directors. The number of directors shall be the number fixed by resolution of the Board at any time or, in the absence thereof, shall be the number of directors, including ex-officio directors, in office at the conclusion of the most recently held meeting of the Members for the purpose of electing directors and officers.

2.3. Election and Terms of Office. At each annual meeting of the Members, the Voting Members shall elect directors from among the Voting Members to succeed those whose terms are expiring. Members must vote in person, unless the Board authorizes and declares in its notice of such meeting that the voting shall be conducted by mail. When Voting Members vote in person, directors shall be elected by a plurality of the votes cast by Voting Members at a meeting at which a quorum is present.

Directors shall be elected to staggered terms of service. The total number of elected directors shall be divided into two groups, with each group containing approximately the same percentage of the total, as near as may be. The terms of each group will expire every two years on alternating years, so that in any year approximately one-half of all elected directors' terms shall expire. Directors may serve an unlimited number of terms, as long as they do not serve for more than three consecutive two-year terms without at least a one-year hiatus. A director's service of a single partial term to fill a vacancy shall not be counted toward such three two-year term consecutive limit. Service as an ex-officio director by virtue of serving as President-Elect, President, or Immediate Past President shall also not be counted toward such three two-year term consecutive limit.

Past service of directors as of the date of adoption of these bylaws and service of a single partial two-year term to initiate the staggering of directors' terms shall not count toward the three two-year consecutive term limit described above. Each director shall hold office for the term to which he or she is elected or appointed, and until his or her successor shall have been elected or appointed and qualified, or until his or her sooner death, resignation or removal.

2.4. Vacancies. Any vacancy or vacancies occurring on the Board (including a vacancy resulting from an increase in the number of directors) may be filled prior to the next meeting at which directors are elected by at least the affirmative vote of the majority of directors present at a meeting of the Board at which a quorum is present, or if the remaining directors are

fewer than a quorum, a majority of the remaining directors entitled to vote. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until the date on which the vacancy occurs.

2.5. Meetings and Notices. The Annual meeting of the Board shall be held in June, or at such time, date and place as the President shall determine, and as shall be set forth in the notice of the meeting. Notice shall be issued as provided below, for the purpose of receiving reports from the Corporation's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting of the Board shall be in writing and shall be transmitted to all directors at least seven days before the annual meeting.

Regular meetings of the directors may be held at such times and places as, in the opinion of the President or a majority of the directors, the interests of the Corporation shall require, reasonable notice having been transmitted to each director.

Special meetings of the directors shall be held whenever called by the President or at the written request of at least three directors. At least two days' written or oral notice stating the date, time, place and purpose of special meetings shall be transmitted to each director.

2.6. Quorum, Action by Board of Directors and Adjournment. A majority of the directors then serving shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the General Statutes of Connecticut. Each director must act personally; there shall be no voting by proxy, power of attorney or other delegation method. Ex-officio directors shall be counted in determining a quorum and shall be entitled to vote.

If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.7. Action Without a Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter of such meeting. In other words, the Board may act by unanimous written consent. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent shall be filed with the minutes of the directors' or committee's meetings.

2.8. Meeting by Conference Telephone. A director may participate in a meeting of the Board by means of conference telephone or similar communications equipment enabling all directors participating in the meeting to hear one another, and participation in such a meeting shall constitute presence in person at such meeting.

2.9. Resignations. The resignation of any director shall be in writing and shall be effective immediately upon receipt by the Corporation, unless the resigning director specifies a later effective date.

2.10. Removal of Directors. Any director may be removed with or without cause at any time but only by the affirmative vote of at least two-thirds of all directors, provided notice of said proposed action shall have been transmitted to all directors at least seven days before said meeting. Failure of a director to attend three consecutive Board meetings over a one-year period shall be investigated further by the President. Grounds for removal may include failure to be a Voting Member.

2.11. Compensation. No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation.

ARTICLE III. COMMITTEES OF THE BOARD

3.1. General. The following shall be standing committees of the Board: Executive Committee, Governance Committee, Membership Committee, Advocacy Committee, Professional Development Committee, Development Committee, Environmental Health Committee, and Finance Committee.

At least annually, the Board, by the affirmative vote of at least a majority of all directors entitled to vote shall appoint the Executive Committee and Finance Committee. Except for the Finance Committee, which shall be chaired by the Treasurer, the President shall appoint the chair of each committee ("Committee Chair") from among the members of the Board. The President shall serve as an *ex officio* member of all committees. A director may serve as Chair of no more than one standing committee at a time. The members of each standing committee other than the Executive Committee and Finance Committee shall be appointed annually by the Committee Chair of each such committee from among the Voting Members.

Except as specifically authorized by the affirmative vote of at least a majority of all the directors entitled to vote, all committees except the Executive Committee and Finance Committee shall be advisory in nature and shall not have authority to act on behalf of the

Corporation. Committees shall report any actions and recommendations to the Board from time to time at Board meetings. Non-board members may be appointed only to a committee that does not have authority to act on behalf of the Corporation. Each committee shall meet with sufficient frequency as is appropriate to accomplish its assigned functions, reasonable notice thereof having been provided. Each committee shall also work to promote universal recognition of and support for the critical importance of local health departments.

3.2. Quorum and Action. At all committee meetings, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee. Ex-officio members of any committee and non-board members shall each be counted in determining a quorum and shall each have the right to vote.

3.3. Committee Limitations. No committee may: (1) approve or recommend to Members action that Sections 33-1000 to 33-1290 of the Act, inclusive, require to be approved by the Members; (2) fill vacancies on the Board or on any committee with the power to act on behalf of the Corporation; (3) adopt, amend or repeal these bylaws; (4) approve a plan of merger; (5) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation except as provided in Section 33-1101(e)(5) of the Act; or (6) approve a proposal to dissolve.

3.4. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The Executive Director shall attend meetings of the Executive Committee at its direction but shall not be entitled to vote at Executive Committee meetings. The President shall serve ex-officio as chair of the Executive Committee. Subject to any prior limitations imposed by the Board and those set forth in Section 3.3, the Executive Committee shall have the power to transact all regular business of the Corporation during the interim between the meetings of the Board, and its actions shall have the same force and effect of action of the Board. The Executive Committee shall report any actions and recommendations to the Board at each Board meeting.

3.5. Governance Committee. The Governance Committee shall examine the Corporation's governance needs in light of the Corporation's stated purposes and goals. The Committee shall identify, recruit and propose appropriate candidates for potential directors and officers of the Corporation. The Committee shall also recommend to the Board periodic revisions to the Corporation's bylaws and policies.

3.6. Membership Committee. The Membership Committee shall assess membership relations, develop policies and programs to enhance member relations, and communicate periodically to the Members the results of those activities. The Committee shall also publicize relevant information to the Members via the CADH website, newsletter or other appropriate

means of communication. The Committee shall periodically assess newsletter, website, or other media and communications content and provide feedback for suggested improvements on them to CADH staff.

3.7. Advocacy Committee. The Advocacy Committee shall advocate for public health at the federal, state and local levels. The Committee shall review legislation of public health importance and make recommendations to the Board. The Committee shall also support and develop legislation with public health significance.

3.8. Professional Development Committee. The Professional Development Committee shall review and recommend to the Members education and training policies and programs to assure a competent professional public health workforce, placing an emphasis on developing public health leadership skills. The Committee shall facilitate Board and officer self-assessment and professional development.

3.9. Development Committee. The Development Committee shall enhance CADH's infrastructure and develop multiple profit centers to sustain and grow CADH. The Committee shall accomplish its task by, among other methods, reviewing and providing recommendations to the Board on proposals researched and submitted by CADH staff to advance new initiatives.

3.10. Environmental Health Committee. The Environmental Health Committee shall inform the Board and Members of federal, state and local issues with environmental health significance.

3.11. Finance Committee. The Finance Committee shall advise the Board in making decisions that affect the long-term financial viability of the Corporation. The Committee shall (i) support the Executive Director in annually drafting and proposing to the Board a budget for the upcoming fiscal year; (ii) receive and review current financial statements of the Corporation's operations and budgets; (iii) track and report the status of expenditures authorized from the Corporation's endowment; (iv) review and make recommendations with respect to spending requests submitted by other committees; (v) manage any indebtedness of the Corporation; (vi) review and approve financing and refinancing plans for capital projects in order to best protect the financial resources of the Corporation; (vii) work in collaboration with the Executive Committee to oversee an annual audit; and (viii) represent the Corporation on any financial matter, as necessary.

3.12. Additional Committees and Workgroups. The President, with the approval of the Board, may appoint such other committees as the Board from time to time may consider necessary or advisable, which shall be subject to Sections 3.1, 3.2 and 3.3 herein. The President, with the approval of the Board, may also approve the formation of workgroups in support of committees. Any Member may serve on such an ad hoc committee or workgroup but only

Voting Members may chair such committees. Employees of Members' local health departments and relevant subject matter experts may also serve on additional committees and workgroups.

3.13. Action Without a Meeting. Any action which may be taken at a meeting of a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter of such meeting. In other words, committees may act by unanimous written consent. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date. Such consent shall be filed with the minutes of the committee's meetings.

3.14. Meeting by Conference Telephone. A member of a committee of the Board may participate in a meeting of such committee by means of conference telephone or similar communications equipment enabling all committee members participating in the meeting to simultaneously hear one another during the meeting, and participation in such a meeting shall constitute presence in person at such meeting.

ARTICLE IV. EXECUTIVE DIRECTOR

4.1. Executive Director. The Board shall appoint an Executive Director to serve at the pleasure of the Board. The Executive Director shall be the chief executive officer and chief operating officer of the Corporation, subject to the control and direction of the Board. The Executive Director shall carry on the general affairs of the Corporation, and it shall be his or her duty to manage the practices, programs, and expenditures of the monies appropriated by the Board in accordance with the budget approved by the Board and with guidance and direction provided by the Board.

The Executive Director shall attend meetings of the Board and its committees at its direction, and shall submit regular reports to the President or, if none, to the Board, on the operations of the Corporation. The Executive Director shall not be entitled to vote at Board meetings. The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the Executive Committee.

The Executive Director shall be appointed and may be removed with or without cause by the affirmative vote of at least two-thirds of all directors presented at a meeting of the Board at which a quorum is present, but without prejudice to the Executive Director's contract rights, if any, provided notice of said proposed action shall have been transmitted to all directors at least two days before said vote.

ARTICLE V. OFFICERS

5.1. Officers, Appointment, Term and Vacancies. The officers of the Board shall consist of a President, a President-Elect, an Immediate Past President, a Secretary and a Treasurer, all of whom shall be ex-officio members of the Board. Other officers as deemed appropriate by the Board may be elected by the Board and need not be members of the Board.

All officers whose terms are expiring shall be elected at the annual meeting of the Members by Voting Members and until his or her successor has been elected and qualified, or his or her sooner death, resignation or removal. The President-Elect shall be elected for a term of three consecutive years, including one year as President-Elect, one year as President and one year as Immediate Past President. Upon completion of a one-year term as President-Elect, the President-Elect shall automatically succeed to the office of President for the next year. Upon completion of a one-year term as President, the President shall automatically succeed to the office of Immediate Past President for the next year. As of the date of adoption of these bylaws, the President then serving shall serve as the President of the Corporation.

The Secretary and Treasurer shall each be elected for a two-year term and until his or her successor has been elected and qualified. The terms of the Secretary and Treasurer will expire in alternating years, so that in any year either the Secretary's term or the Treasurer's term will expire, but not both. The Secretary and Treasurer may serve an unlimited number of terms, as long as they do not serve for more than three consecutive two-year terms without at least a one-year hiatus. The Secretary or Treasurer's service of a single partial term to fill a vacancy or to initiate staggering of terms shall not be counted toward such three two-year term consecutive limit.

Any vacancy or vacancies occurring in any office of the Corporation may be filled until the next meeting at which officers are elected by the affirmative vote of the remaining directors in office at any meeting of the Board, though such remaining directors are fewer than a quorum.

5.2. President. The President shall preside at each meeting of the directors and shall have such powers and duties as usually pertain to the office of President. The President shall have general supervision over the affairs of the Corporation, subject to the control of the Board. The President shall also perform such other duties as may be assigned to him or her by the Board or the Members.

5.3. President-Elect. It shall be the duty of the President-Elect, in the absence of the President, to perform the President's duties. The President-Elect shall participate in the policy and governance activities of the Corporation. The President-Elect shall also perform such other duties as may be assigned to him or her by the Board, the President, or the Members.

5.4. Immediate Past President. The Immediate Past President shall assist the President as requested and shall preside over meetings of the Corporation in the absence of the President and President-Elect. The Immediate Past President shall also perform such other duties as may be assigned to him or her by the Board, the President, or the Members.

5.5. Secretary. The Secretary shall issue or cause to be issued all notices required by law or these bylaws. The Secretary shall keep or cause to be kept minutes of the proceedings of the meetings of the Corporation and of the Board, and shall ensure that all records and reports of the Corporation and of the Board shall be retained. The Secretary shall also sign any necessary official papers. In addition, the Secretary shall perform such other duties as may be assigned to him or her by the Board, the President, or the Members.

5.6. Treasurer. The Treasurer shall ensure that timely and accurate financial information is presented to the Board, and that financial records shall be available for inspection by any director or Member of the Corporation. The Treasurer shall ensure that all reports and records required by law regarding the Corporation's financial status are submitted or retained as required. The Treasurer shall serve as Chair of the Finance Committee. The Treasurer generally shall cause to be performed all acts incident to the office of Treasurer and shall oversee such further duties as may from time to time be assigned to him or her by the Board, the President, or the Members.

5.7. Resignations. The resignation of any officer shall be in writing and shall be effective immediately upon receipt by the Corporation, unless the resigning officer specifies a later effective date.

5.8. Removal of Officers. Any officer of the Corporation may be removed at any time with or without cause by the affirmative vote of at least two-thirds of all directors, but without prejudice to such officer's contract rights, if any, provided notice of such action shall have been transmitted to all directors at least two days before said meeting. Grounds for removal may include failure to be a Voting Member.

ARTICLE VI. GENERAL PROVISIONS

6.1. Gender. All references in these bylaws to the masculine, feminine or neuter gender shall be deemed to apply equally to one or more of such gender-specific references as may be appropriate.

6.2. Fiscal Year. The fiscal year of the Corporation shall be from July 1 to June 30, both inclusive, or as otherwise determined by the Board.

6.3. Written Notice. Any written notice required hereunder or under the Act may, without limitation, be issued by regular mail, hand delivery, electronic transmission or facsimile.

6.4. Waiver of Notice. Written waiver signed at any time by a Member, director or committee member entitled to notice shall be equivalent to the giving of notice. A written waiver shall be delivered to the Corporation and filed with the minutes or corporate records. The attendance by any Member, director or committee member at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the Member's, director's or committee member's arrival to the meeting shall be deemed to be a waiver by such person of notice of the meeting.

6.5. Written Signature. Any written signature required under these bylaws or the Corporation's certificate of incorporation or by Connecticut law may be evidenced by manual, facsimile or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

6.6. Conflict of Interest. The Corporation has adopted a conflict of interest policy. At the time of his or her election or appointment, each director or officer of the Corporation may be asked to complete a disclosure statement. Such statement shall be updated at least annually by the director or officer in writing.

6.7. Amendment. These bylaws may be amended or repealed by the affirmative vote of at least a majority of all Members present at a meeting of the Members at which a quorum is present, provided notice of such proposed amendment or repeal (and the text thereof) shall have been provided to all Members at least seven days before such meeting; and provided, further, that creation or further authorization of a committee to exercise the powers of the Board shall require the approval of at least a majority of all directors entitled to vote when action is taken; and provided further, however, that any amendment which change a quorum or voting requirement shall require a greater vote as may be required by the Act.

The foregoing bylaws were adopted by the Members on June 12, 2013.