

**NICHOLAS COUNTY BOARD OF
HEALTH
BYLAWS**

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ARTICLE I - TYPE OF ORGANIZATION AND PURPOSE

The Nicholas County Board of Health (hereinafter referred to as the Agency) is legally constituted (Chapter 16, Article 2, Section 1 of the West Virginia Code) to carry out the following purpose:

- A. To direct, supervise and carry out matters relating to the public health of Nicholas County.
- B. To assess the status of health of the Nicholas County population on a continuing basis.
- C. To develop policies based on identified need to safeguard the community's population
- D. To assure every citizen's access to health and sanitation expertise
- E. To continually evaluate the effectiveness of the services it provides.
- F. To be fully accountable to the sources of funding, and the public in general for the quality, accessibility, and efficiency of its services.
- G. To work to improve the quality, efficiency, and accessibility of health care through applied research and demonstration.

ARTICLE II - BOARD OF HEALTH

Section I - Members Duties and Responsibilities

The Board of Health shall exercise the powers vested including, the control of assigned property and the general conduct of its affairs and within the constraints of the laws of West Virginia, it is the policy making health authority for Nicholas County. It shall be the duties of the members of the Board of Health to:

- A. After being appointed or re-appointed to the Nicholas County Board of Health by the Nicholas County Commission, the board member must be duly sworn into public office.
- B. Perform any and all duties imposed on them collectively or individually by law and these bylaws.

- C. Authorize all staffing of new positions.
- D. Employ an Administrator to manage the Agency.
- E. Through their collective policies and through the Health Officer, supervise the Administrator to assure all duties are performed.
- F. Employ a health officer as outlined by the West Virginia Code (16-2-12) so far as they are applicable and not in conflict with the provisions and policies set forth by the Board and authorize the health officer to supervise staff for positions which have been authorized by the Board of Health to realize the purposes of the Agency.
- G. Approve the annual work program and budget of the Agency.
- H. Meet such times as required by these bylaws and 16-2-10(a).
- I. Register their addresses with the principal offices of the Agency; notices of meetings mailed to them at such addresses shall be valid notices thereof.
- J. Enter into contracts, working agreements, or other arrangements with such organizations and agencies as deemed necessary or useful to carry out the functions, plans, and purposes of the Agency.
- K. Elect a Chairperson per 16-2-10(c).
- L. Authorize additions and discontinuation of types of services subject to 16-2-11(a).
- M. Make sure that all the standards set forth by the Board of Health are met.
- O. Other requirements specified in Chapter 16 of WV State Code presently or as revised.

Section 2 - Number of Members

The Board of Health shall consist of five (5) members.

Section 3 - Appointment of Members

The County Commission shall appoint the members to serve on the Nicholas County Board of Health. The Nicholas County Board of Health may recommend

candidates to fill any vacancies in its membership.

Section 4 - Qualifications of Members

- A. A member shall be a citizen and resident of Nicholas County.
- B. A member must be at least 18 years of age.
- C. A member must indicate a willingness to learn about and have an interest in public health services.
- D. A member must be willing to represent the interest and needs of its citizenry.
- E. A member must be able to attend board and committee meetings as necessary to fulfill the obligations of membership.
- F. A member should be of sound mind and a person of high integrity.

Section 5 - Term

The term of a member of the Board of Health shall be five years. There is no limitation on the number of terms a member may serve.

Section 6 - Political Affiliation

In compliance with 16-2-7, no more than three of the members of the Nicholas County Board of Health shall belong to the same political party. Nor shall more than two of such members be residents of the same magisterial district, nor shall more than two such members be personally and individually licensed in, engaged in, or actively participating in or carrying on, the same business, profession, or occupation. All members shall be eligible for reappointment.

Section 7 - Compensation

Each member of the Nicholas County Board of Health may receive compensation as determined by the Nicholas County Board of Health for attending meetings of and other activities for the board as required by law: Provided, that this compensation may not exceed one hundred dollars per day. Each member may be reimbursed for all reasonable and necessary travel and other expenses actually incurred by the member in the performance of duties as a member of the Nicholas County Board of Health.

Section 8 - Vacancies

Vacancies on the Board of Health shall exist upon the expiration of term, death,

resignation, or removal for cause.

- A. The resignation of a member shall take effect upon acceptance by the Board of Health at a regular or special meeting of the Board of Health.
- B. A person shall be appointed to fill the vacancy by the appropriate appointing governmental body to complete the remainder of the term vacated.

Section 9 - Indemnification and Liability

The Agency shall indemnify any board member, officer, administrator, health officer or employee against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which the person is made a party by reason of being or having been such board member, officer, or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to have acted in bad faith, official misconduct, neglect of duty, or wantonly and reckless disregard for another's rights, or with the actual intent to violate another person's legally protected rights in the performance of a duty arising from such person's association with the Agency. It is the intention that the said board member, officer, administrator, health officer or employee shall be so reimbursed and held harmless in the event of adjudication that such person has acted in good faith or in a merely negligent manner. Such indemnification shall not be exclusive of any other rights to which such board member, officer or employee may be entitled under any by-law, agreement, and board action or otherwise.

Section 10 - Removal from Office

A. The Nicholas County Board of Health may remove any of its members pursuant to the provisions of its lawfully adopted bylaws and shall remove any of its members for official misconduct, neglect of duty, gross immorality or the revocation of any state professional license, or certification. Any member may be removed by the State Health Officer for failure or refusal to comply with duties as set forth by statute or rule. Upon removal, a successor or successors to the member or members removed shall immediately be appointed by the original appointing body. Members may be removed for the following reasons:

1. Fiduciary irresponsibility and neglect with respect to Agency assets.
2. Unauthorized or personal use of Agency funds.
3. Lack of attendance at official meetings in violation of the parameters outlined below. Any absence by a member who has received proper notice of said meeting must be excused by the

Chairman. In the event that any member of the Board accumulates three (3) unexcused absences from meetings in any calendar year, such conduct shall be deemed to constitute the resignation of such member and the Board shall forthwith communicate the fact of such resignation, together with the nomination of a successor, to the Nicholas County Commission.

4. Dereliction of duty as established by law or these bylaws, including failure to attend meetings as required.
5. Conviction of a felony while a member.
6. Termination of residence in Nicholas County.
7. Changing political party registration when such change will alter the political balance as provided in 16-2-7.
8. All cases, except those pertaining to a lack of attendance, involving a challenge to membership on the Board of Health shall be referred to the Nicholas County Commission which shall consider such matter at its next regularly scheduled meeting. The member challenged may be heard, present evidence, and be represented by counsel. Recommendation for removal of a member must be approved by a majority of the members present. The County Commission must be notified at least ten (10) days in advance of the meeting where action on the member will take place. Reasons for considering such action must accompany the notice.

ARTICLE III - MEETINGS

Section 1 - Meetings

- A. Regular Meetings - the Board shall meet in regular session once each quarter. Board members shall be provided written or electronic notice and the agenda for the meeting at least seven (7) days prior to the meeting. The Board shall convene all regular meetings in the Board's conference room of the Nicholas County Health Department, One Stevens Road, Summersville, West Virginia 26651 unless otherwise changed by a majority vote of the members.
- B. Special Meetings - Special meeting of the Board may be called by the Chairperson, or by two members of the Board upon written request to the Health Officer. Board members shall be provided in writing or in person, notice and the agenda for the meeting at least five (5) days prior to the meeting.
- C. Emergency meetings will not require advance public notification. An Emergency meeting of the Board may be called by the chairperson. An emergency is defined as an event which needs an

immediate response.

- D. Open Proceedings; Executive Sessions - Notwithstanding any other provision of law or regulation all meetings of the Board shall be open to the public, excepting the provision of Chapter 6, Article 9A, Section 4 of the West Virginia Code of 1931, as amended. An executive session may be held only upon a majority affirmative vote of the members present.
- (1) Time shall be allotted on each regular meeting agenda for persons other than board members to bring matters before the Board. Each person wishing to speak shall notify the Board by contacting the Board's secretary at least two business days before the day scheduled for the meeting, shall give their name and address and a brief explanation of the topic to be discussed. The Board shall have the right to restrict each such spokesperson to five minutes and shall have the right to decline to entertain more than one spokesperson to speak on a particular topic or issue at each meeting.
- E. Minutes and Records - The board shall provide for the preparation of written minutes of all its meetings. All such minutes shall be available to the public within a reasonable time after the meeting and shall include the following information:
- 1) The date, time and place of the meeting;
 - 2) The name of each board member present or absent;
 - 3) All motions, proposals, resolutions, orders, ordinances and measures proposed, the name of the person proposing the same and their disposition;
 - 4) The results of all votes and, upon specific request of a member, at particular meetings, the vote of each member, by name.

Minutes of executive sessions may be limited to material which is in accordance with the provisions of Chapter 6, Article 9A, Section 4 of the West Virginia Code of 1931, as amended. All records and proceedings of the Board are public records and shall be available to the public during the usual and customary business hours of the department. Discussions in executive board meetings do not have to be recorded but all votes needed must be done in public meetings and recorded in official minutes.

- F. Public Notice of Meeting - After all members of the Board have been notified of the date, time, and place of the meeting, the Administrator shall notify the public by placing a notice of the meeting in the local newspaper and on the Nicholas County Health Department's website

for two consecutive weeks. The Secretary of States' office is to be notified as required by State Code.

- G. Written Consents and Meetings by Telephone - At the discretion of the Chairperson, members of the Board of Health may be contacted in writing or by telephone for the purpose of obtaining votes on issues and the results shall be reflected in the minutes of the next meeting of the Board.
- H. A schedule of quarterly meetings will be drafted by the Board at the first quarterly meeting of the fiscal year with primary and alternate dates for each meeting. The meeting schedule will be published and distributed to board members and prior to each meeting date; an agenda will be supplied at least seven (7) days in advance to each member.
- I. An agenda of special meetings will be printed and distributed to board members at least five (5) days prior to the meeting date, (if practical).
- J. An agenda for emergency meetings will be published and presented to board members at the time of the meeting.

Section 2 - Quorum

A simple majority of the members, not less than 3 members, shall constitute a quorum for the transaction of business at any board of health meeting. A member must be present to vote; proxy votes are not acceptable.

Section 3 - Presiding Officer

Meetings of the Board of Health shall be presided over by the Chairperson or, in the absence of the Chairperson, by the Vice-Chairperson. In the absence of both the Chairperson and the Vice-Chairperson, the meeting shall be presided over by a Chairperson pro-tem elected by a majority of the members present.

Section 4 - Voting

Each member of the Board of Health, including the Chairperson, shall have one vote. There shall be no voting by proxy or by alternate. Each act or decision by a majority of those present and voting at meeting duly held when a quorum is present is the act of the Board of health unless the law or these bylaws or Roberts Rules of Order require greater number.

ARTICLE IV - OFFICERS

Section 1 - Type of Officers

The Board shall elect from their own body a Chairperson and Vice-Chairperson, and shall appoint the Health Officer of the county to act as Secretary to the Board. The Secretary is a member of the Board of Health, but does not vote. The Chairperson shall preside over all meetings or, in the absence of the Chairperson; the meeting shall be presided over by the Vice-Chairperson or a Chairperson pro-tem chosen by a majority of the members present.

Section 2 - Election of Officers

Only members of the Board of Health are eligible to be officers. Officers shall be elected at the first quarterly meeting of the calendar year. Each officer shall hold that office until the officer resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and formally installed. There is no limit to the number of terms an officer may serve.

Section 3 - Filling Vacancies

The Nicholas County Board of Health will nominate potential candidates for the Nicholas County Commission to consider for vacancies on the Nicholas County Board of Health. Any vacancy of an office caused by death, removal, disqualification, or otherwise, shall be filled by the Nicholas County Commission for the unexpired portion of the term.

Section 4 - Duties of the Chairperson

- A. To perform all such duties as are incident to the office and such other duties as may be required by law or these bylaws or which may be prescribed from time to time by the Board of health.
- B. To preside at meetings of the Board of Health.
- C. To make and execute contracts in the ordinary course of business, and to execute other legal instruments when authorized by the Board of Health.
- D. To have such other powers and perform such duties as may be assigned from time to time by the Board of Health.
- E. The Chair will serve as the official spokesperson for the Board of Health.

Section 5 - Duties of the Vice-Chairperson

In the absence of the Chairperson, or if the office be vacant, the Vice-Chairperson shall perform all the duties of the Chairperson, and when so acting, shall have all the powers and be subject to all the restrictions of the Chairperson. The Vice-Chairperson shall have other such duties as may be prescribed by law or these bylaws or as may be assigned from time to time by the Board of Health.

ARTICLE V - COMMITTEES

Section 1 - Committees

The Chairperson may appoint Standing and Ad Hoc Committees when needed.

Section 2 - Ad Hoc Committees and Task Forces

The Chairperson of the Board of Health may appoint special ad hoc committees and task forces as may be necessary from time to time to further the purposes of the Agency.

Section 3 - Ex Officio Committee Members

The Chairperson of the Board of Health shall be an ex officio member of all committees, sub-committees, ad hoc committees, and task forces. No salaried or otherwise compensated staff person shall be a member of a standing committee but may serve on sub-committees and task forces if agreed to by both the Chairperson of the Board and the Executive Director.

Section 4 - Terms of Office

- A. A member of a standing committee shall serve an one-year term, beginning on or about the beginning of the calendar year. There is no restriction on the number of terms a member can serve.
- B. The members of sub-committees, ad hoc committees, and task forces will serve indefinite terms depending on their purposes.

Section 5 - Quorum

A quorum for committees, sub-committees, ad hoc committees, and task forces shall be a simple majority of its members.

Section 6 - Staff Services

All committees, sub-committees, ad hoc committees, and task forces will receive staff services which shall include the mailing of agenda materials, the taking and

distribution of minutes, the provision of data and information, the rendering of advice, and the drafting of plans, reports, and studies as necessary.

ARTICLE VI - CONFLICT OF INTEREST

A conflict of interest exists with respect to a given matter if a member of the Board of Health or a member of that person's immediate family--parent, spouse, child, or sibling--has a fiduciary interest in any matter pending before the Board of Health or its committees.

Representing a constituency, either geographical or otherwise, does not in itself constitute a conflict of interest.

Section 1 - Treatment of Conflict of Interest

- A. A member of the Board of Health shall not be eligible to vote on any action with respect to which the member has a conflict of interest.
- B. Conflicts of interest may be determined in any of the following ways:
 - 1. A member may declare a conflict of interest for himself/herself.
 - 2. A member may declare a conflict of interest for another member. Where the conflict is contended its existence will be determined by a majority vote of the Board of Health.
 - 3. A member of the public, either in writing or orally, may declare that a board or committee member has a conflict of interest. When the conflict is contended, its existence will be determined by a majority vote of the Board of Health of members present.
 - 4. If the conflict of interest notwithstanding reduces the voting members to below an official quorum, no business may be conducted.
 - 5. Non resolution of any conflict of interest issue will be submitted in writing to the West Virginia Ethics Commission for a formal advisory opinion.

Section 2 - Right to Debate

Members having a pecuniary interest, whether directly or indirectly, in any matter coming before the Board for discussion shall immediately disclose the nature of that

conflict of interest upon the record and excuse himself or herself from all discussions or debate by the Board on that issue and shall absent himself from the Board meeting at all times that such topic is actually being discussed by the Board and until after a vote on such issue is taken. A board member having such a pecuniary interest shall not discuss or attempt to influence the decision or vote of the board member on such topic, whether in a formal meeting or in any informal fashion.

In the event the pecuniary conflict of interest of any board member is such as would be appropriate for discussion in an executive session of the Board, the board member having such a conflict of interest shall request that the Board convene in executive session for only so long as may be necessary for the board member to disclose the nature of the conflict of interest after which all discussion and debate on the topic shall be engaged in outside executive session.

- (l) In the event a board member has a conflict of interest of a non-pecuniary nature, the board member shall have the right to enter into discussion and otherwise debate the pros and cons of the issue after having first disclosed the nature of the conflict of interest upon the record. the board member having such conflict of interest shall not have the right to call the matter for a vote, object to or interfere with the matter being brought on for vote, and shall not be eligible to vote on the issue being considered.

ARTICLE VII - BUSINESS TRANSACTION LIMITATION

The Agency will conduct no business with members of the Board of Health or Agency staff which is unrelated to board and staff roles and which will result or have the possibility of resulting in financial gain for the Board or staff member.

Section 1 - Fiscal Year

The fiscal year of the Agency shall be July 1 through June 30.

Section 2 - Parliamentary Procedure

Parliamentary procedure for the Board of Health and its committees shall be in accordance with Robert's Rules of Orders as most recently revised. The Chairperson may appoint a parliamentarian from members of the Board of Health as may prove to be necessary.

ARTICLE VIII - ADMINISTRATION

Section 1 - Health Officer

The county health officer appointed by the Board of Health created pursuant to

Chapter 16, Article 2, Section 12, shall be the executive officer of the Board of Health. Under the supervision of the Board, the Health Officer shall administer the provisions of Article 2, all other laws of this state relating to public health and applicable to Nicholas County and the rules, regulations and orders of Nicholas County Board of Health and of the Bureau for Public Health, so far as such rules, regulations and orders are applicable to Nicholas County as stated in Chapter 16, Article 2, Section 13.

Such health officer shall attend, but not vote, at all meetings of the Nicholas County Board of Health. The health officer shall act as secretary of the Board and shall be in charge of its offices. The health officer shall supervise and direct the activities of county health services, employees and facilities except that the duties of such health officer shall not include the rendering of medical or surgical services on an individual basis to wards of the county or municipality. The county health officer or his or her designated representative shall determine when corrections have been made sufficient to warrant removal of any restrictions or limitations placed by an employee under his or her supervision.

Section 2 - Administrator

The Board of Health shall select and appoint a competent administrator, who shall be its direct executive representative in the management of the health department. The administrator shall be given the necessary authority and responsibility to operate the health department and all its activities and departments, subject to such policies as may be issued by the Board of Health, or by any of its committees to which it has delegated power for such action. The administrator, under the direction of the health officer, shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act.

Section 3 - Authority and Responsibility

The Administrator, under the direction of the Health Officer, shall have the authority and responsibility for:

- A. Carrying out all policies established by the governing body and advising on the formation of these policies.
- B. The Administrator shall be a member of the policy committees and with the approval of the Health Officer, enact, on a temporary basis, policies and procedures drafted by the Committee until acted on by the Board.
- C. Developing and submitting to the governing body for approval a plan of organization for the conduct of the health Department's operations and recommended changes when necessary.

- D. Preparing an annual budget showing the expected revenue and expenditures as required by the governing body.
- E. Under the direction of the Health Officer, selecting, employing, controlling and discharging employees and developing and maintaining personnel policies and practices of the health department.
- F. Maintaining physical properties in a good and safe state of repair and operating condition.
- G. Supervising business affairs to insure that funds are collected and expended to the best possible advantage.
- H. Working continually with other health care professionals to the end that high quality care may be rendered to patients at all times.
- I. Presenting to the governing board, or its authorized committee, periodic reports reflecting the professional services and financial activity of the health department, and such special reports as may be required by the governing board.
- J. Attending all meetings of the governing board and serving on sub-committees thereof or task force when appropriated.
- K. Serving as a liaison and channel of communication between the governing board and any of its committees and works with staff within the organization and administrative structure to solve problems and carry out responsibilities.
- L. Preparing a plan for the achievement of the health department's specific objectives and periodically reviewing and evaluating that plan.
- M. Representing the health department in its relationship with other health agencies.
- N. Performing other duties that may be necessary or in the best interests of the health department.

ARTICLE IX - AMENDMENTS TO THESE BYLAWS

Revised 8/28/96

Section 1 - Procedure

An amendment to these by-laws may be proposed by any member of the board during regularly scheduled quarterly meetings.

Section 2 - Ratification

- A. Proposed amendment must be sent in written form to all members seven (7) days before the regular meeting.
- B. Proposed amendments must be read at two (2) consecutive meeting (quarterly and/or special) prior to voting at the third.
- C. Amendments shall be effective upon ratification by the majority of the members present.

REVISIONS

Revision date: 5/13/2002 to conform the Nicholas County Board of Health Bylaws to WV Code Chapter 16, Article 2, Local Boards of Health.

Revision date: 9/29/2010 to conform the Nicholas County Board of Health Bylaws to reflect sell of Nicholas Webster Home Health by removing Nicholas Webster Home Health from the Bylaws.

Revision date: 10/19/2011 to correct Article III, Section 1 A (written notice and agenda ...10 days prior) changing to 7 days prior to agree with Section H (an agenda will be supplied 7 days in advance). Also, Article III, Section F. Public Notice (removal of notice being placed at the clinic site Nicholas County Courthouse) adding published in the local newspaper for two consecutive weeks.

Revision date: 1/25/2012 to correct Article III, Section 1 A (written notice and agenda ...10 days prior) changing to read written or electronic notice and agenda)