



KANAWHA-CHARLESTON BOARD OF HEALTH

BY-LAWS

December 2, 2010

Article I. NAME AND AUTHORITY

The name of the organization shall be the Kanawha-Charleston Board of Health (hereinafter referred to as the Board). The Board is a combined local board of health of Kanawha County, West Virginia and the City of Charleston, West Virginia organized under Chapter 16, Section 2, Article 5 of the West Virginia Code.

Article II. MEMBERSHIP

Section I. Number of Members and appointments

The membership of the Board shall consist of three (3) persons selected and appointed by the Kanawha County Commission and three (3) persons selected and appointed by the Mayor with the consent of the Council of the City of Charleston.

Section II. Qualifications (Terms of Appointment and Reappointment)

All members appointed to represent the City of Charleston shall be residents of the City and the members appointed to represent Kanawha County shall be residents of Kanawha County. The number of members of the Board belonging to one (1) political party shall not exceed by more than one (1) the number of members of the Board belonging to any other political party. No more than two members shall be personally and individually licensed in, engaged in, or actively participating in or carrying on, the same business, profession, or occupation. No more than two members can live in the same magisterial and/or municipal ward or district.

Section III. Tenure

The term of a Board member shall be for five (5) years. All members shall serve until their duly qualified successors have been appointed. Members may be reappointed for additional terms of five years.

Section IV. Oath of Office

Each member of the Board shall be administered an oath of office when duly appointed.

Section V. Compensation and Expenses

Members of the Board shall serve without compensation except for reimbursement for travel and other reasonable and necessary expenses incurred in the performance of duty.

Section VI. Vacancies

Any vacancy occurring in Board membership may be filled by the appropriate appointing authority. A member appointed to fill a vacancy shall be appointed for the unexpired term of his/her-predecessor.

Section VII. Conflict of Interest

Each Board member is required to sign a conflict of interest statement

Section VIII. Liability

No member of Board of Health shall be personally liable for debts, liabilities, or other obligations of the Department.

Section IX. Indemnification

A member of the Board shall be indemnified 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 except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other rights to which such Board member may be entitled under any bylaw, agreement, Board action, or otherwise.

Section X. Removal from Office

No member of the Board of Health may be removed from office during the term, for which he/she is appointed, except for official misconduct, incompetence, neglect of duty or gross immorality.

Article III. MEETING METHODS AND PROCEDURES

The Board of Health shall comply with the requirements of the West Virginia Code 6-9-A1 through 6-9-8 regarding open governmental proceedings.

Section I. Attendance

Board members are expected to attend at least 50% of regular meetings each fiscal year. If more than 50% of regular meetings are missed, the Board member may be in jeopardy of being removed from the Board for neglect of duty. As an alternative to missing a meeting, members may participate in a meeting by teleconference if arranged ahead of time.

Section II. Quorum

A simple majority of the members shall constitute a quorum for the transaction of business at any Board of Health meeting. The quorum shall be recorded in the minutes. A member must be present or attend by teleconference to vote; proxy votes are not acceptable.

Section III. Manner of Acting

The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Health.

Section IV. Meeting Types and Frequency**A. Regular Meetings**

The Board shall meet in regular session no less than six (6) times a year and shall be scheduled in advance for the entire year at the meeting immediately following the beginning of the fiscal year. The Board shall comply with the requirements of the West Virginia State Code regarding open governmental proceedings.

B. Special Meetings

Special meeting of the Board may be called by the President, the Secretary or by two members of the Board upon written request to the Secretary. 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. Notices will be given to the public and to the news media as much in advance as possible of the meeting date.

C. Emergency

An emergency meeting of the Board may be called by the President, the Secretary or by two members of the Board upon written request to the Secretary. Notices will be given to the public and to the news media as much in advance as possible of the meeting date

D. Written Consents and Meetings by Telephone

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board consent thereto in writing and the written consents are filed with the minutes of the Board. Members of the Board may participate in a meeting by means of teleconference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this method shall constitute presence in person at such meeting.

E. Public Hearing

A notice of public hearing will be published as a Class I legal advertisement in the newspaper at least seven days prior to the date of the public hearing.

Section V. Meeting Methods and Procedures**A. Public Notice of Meeting**

After all members of the Board have been notified of the date, time, and place of the meeting and it is determined that a quorum will be present, the Secretary shall notify, the offices of the Kanawha County Commission, the Mayor of the City of Charleston and the Commissioner of the Bureau for Public Health, and will notify in writing, local media outlets. Notices will also be posted in the lobby of the Health Department building.

B. Minutes and Records

The Board shall provide for the preparation of written minutes of all its meetings, except minutes of executive sessions, if any are taken. All such minutes shall be available to the public within a reasonable time after the meeting and shall include the following information:

- The name of each board member present or absent:
- All motions, proposals, resolutions, orders, ordinances and measures proposed, the name of the person proposing the same and their disposition;
- The results of all votes and, upon request of a member, the vote of each member, by name;

C. Executive Session

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 to discuss such subjects as are covered under current law.

D. Agenda

An agenda shall be prepared and be available to Board members at least seven calendar days prior to the meeting. An agenda shall include time and date of the meeting, approval of the minutes of the previous meeting, items to be discussed, and any actions to be considered by the Board.

E. Voting

Each member shall have one vote including the President.

Article IV. Powers and Authorities

The Board shall have the power and authority to adopt and promulgate, and amend such rules and regulations, consistent with the laws of the State of West Virginia, as may be necessary and proper for the protection of the general health of Kanawha County and the City of Charleston, and the prevention of the introduction, propagation, and spread of disease. All rules and regulations shall be filed with the clerk of the Kanawha County Commission, and with the clerk, recorder of the City of Charleston.

Section I. The Board shall have the authority to appoint a full or part-time physician/director to serve at the will and pleasure of the appointing authority.

Section II. Powers and Duties: The Board's powers and duties are as designated in West Virginia State Code Chapter 16, Article 2. Local Boards of Health and the West Virginia Code of State Rules 64-73 "Standards for Local Boards of Health".

Article V. OFFICERS

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

Section I. Election and Term

The President shall be elected by the Board at the first meeting of the fiscal year. The term of office is one year and begins at the end of the meeting in which they are elected. An officer shall be eligible for reelection to the same office.

Section II. Duties of the Officers

President: The President shall preside at all meetings of the Board and shall perform duties as custom and parliamentary procedure may require; call special meetings as needed; appoint all members to standing or special committees; make and execute contracts in the ordinary course of business; execute other legal instruments when authorized by the Board; and sign all official documents as required by West Virginia Code.

Secretary The Health Officer, or designee, shall serve as Secretary and shall record written minutes of all meetings.

Section III. Vacancies of Officers

If a vacancy occurs in the office of President, the Board shall, by majority vote, fill the vacancy until the next election.

Article VI. CHANGES TO THE BYLAWS

These bylaws may be amended at any meeting of the Board, provided a quorum is present. Changes must be approved by a two-thirds vote of the members present, provided each member has received written notice of the proposed amendments no less than 30 days prior to the vote.



Brenda Isaac, RN
President, Kanawha-Charleston Board of Health



Date