

**BY-LAWS
OF
CITY-COWLEY COUNTY BOARD OF HEALTH**

ARTICLE I -- IDENTIFICATION

Section 1.01. Name.

The name of the organization shall be the City-Cowley County Board of Health, which has been organized and shall operate as a Public Health Agency within the State of Kansas.

Section 1.02. Principal Office.

The principal office of the Organization shall be located at 320 E. 9th, Suite B, Winfield Kansas, 67156.

Section 1.03. Fiscal Year.

The fiscal year of the Organization will be from January 1 to December 31.

Section 1.04. Constitution.

The Joint Resolution as amended October 20, 1992 by the City of Arkansas City, the City of Winfield and Cowley County shall be its constitution.

Section 1.05. Service Area.

The service area of the Organization is Cowley County, Kansas.

ARTICLE II -- MEMBERSHIP

Section 2.01. Governing Partnership/Appointive Members.

Provided in the Joint Resolution as amended October 20, 1992 by the City of Arkansas City, the City of Winfield and Cowley County; the partners by fixed agreement between said governing bodies after taking into consideration the population of each and other public health factors the establishment of the City-Cowley County Board of Health. The purpose of the Board is to establish, promote, and evaluate the City-Cowley County Health Department. Its functions shall be as follows:

1. To adopt, amend, and repeal rules, regulations, and bylaws governing its procedure and activities.
2. All powers, duties and limitations as are now or hereafter may be provided by law for the creation and conduct of the Board of Health as now conferred by law upon any local municipal or county board of health.
3. The Board of Health shall have the exclusive control of the expenditures of all money paid to the credit of its treasurer for health and sanitation purposes, and the treasurer shall receive and pay all the money under the control of said board as ordered by it.

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Section 2.02. Board Member Eligibility.

There shall be one class of members of the Organization composed of the Board of Health who may include clients/users of the Organization's services, and individuals residing and/or working in the Organization's service area. Any person subscribing to the purposes of the Organization and complying with the rule and regulations of the Organization shall be eligible for membership, provided, however, that such rules and regulations shall not deny membership to any person because of race, color, national origin, sex, religion, or political convictions.

Section 2.03. Admission by Appointive Members.

The City-Cowley County Board of Health shall consist of nine members and shall be selected and appointed as follows:

1. Three members from the Board of County Commissioners or otherwise as may be deemed proper by said board shall be appointed by the Board of Cowley Commissioners of Cowley County.
2. The Board of Commissioners of the City of Arkansas City shall appoint one member from its body or otherwise, as it may deem proper.
3. The Board of Commissioners of the City of Winfield shall appoint one member from its body or otherwise, as it may deem proper.
4. The Board of Education of Unified School District #462 shall appoint one member from its body or otherwise, as it may deem proper.
5. The Board of Education of Unified School District #471 shall appoint one member from its body or otherwise, as it may deem proper.
6. From a list containing the names of all physicians licensed under the laws of the State of Kansas, who are residing and practicing in Cowley County, the Board of Commissioners of Cowley County shall appoint one member.
7. From a list containing the names of all dentists licensed under the laws of the State of Kansas, who are residing and practicing in Cowley County, the Board of County Commissioners of Cowley County shall appoint one member.

Section 2.04. Qualification of Members.

The members of the Organization shall consist of those persons who have been duly appointed and are serving as directors of the Organization pursuant to Article III hereof.

Section 2.05. Expulsion.

The Board of Health, for just and reasonable cause, may expel from membership, after not less than thirty (30) days' notice and opportunity for hearing before the Board of Health, any person who, in the opinion of the Board of Health, shall have abused the privilege of membership or is otherwise guilty of wrongful conduct detrimental to the Organization or its membership. The Board of Health, after hearing, shall be the sole judge of whether the conduct in question warrants expulsion from membership as determined by a three-fourths (3/4) vote of the Board of Health.

Section 2.06. Voting Rights.

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Each member shall be entitled to one vote only, cast in person or by mail or electronic means.

Section 2.07. Membership Fees.

There are no fees for membership in the Organization.

ARTICLE III - BOARD OF HEALTH

Section 3.01. General Powers and Responsibilities.

The property, business and affairs of the Organization shall be managed and controlled by its Board of Health as from time to time constituted. Board powers and responsibilities shall include:

a. Budget: The Board of Health shall be responsible for reviewing and approving a proposed budget for the ensuing fiscal year of the Organization during its annual meeting of the Organization, or before the date of a special meeting to be called by the Board of Health for the purpose of adoption of the budget. The proposed form of budget shall show anticipated sources and amounts of revenue and expenditures in reasonable detail. The budget shall be adopted at a regular or special meeting of the Board of Health upon receiving the affirmative vote of a simple (51%) majority of the Membership present in person or by proxy.

b. Policy Development: The Board of Health shall adopt all policies for the conduct of the affairs of the Organization which may include, but is not limited to, services to be provided, hours of operation for all sites, minimum fees and overall charges for services.

c. Administrator/Public Health Officer: The Board of Health shall hire, evaluate, direct, and discharge the Administrator/Public Health Officer of the Organization. The Administrator shall be responsible for conducting the daily business of the Organization, within the limits of the approved policies, procedures, laws and regulations established by the Board and various funding sources; shall see that all orders and resolutions of the Board of Health are carried into effect; and shall perform any other duties that are from time to time prescribed by the Board.

d. Grant Approval: The Board of Directors shall review and approve the Organization's Kansas Block Grant application and budget and/or any novel grants.

e. Strategic Planning/Performance Evaluation: The Board of Health is responsible for the establishment of vision, mission, goals and objectives of the Organization and for the evaluation of the organization's success in achieving operational and financial targets. This will be accomplished through a formalized strategic planning process relying on a thorough knowledge of the service area, target population and patient needs and organizational capacity and partnerships. Implementation of this plan will be the responsibility of the organization's leadership with oversight provided by the Board of Health.

f. The Board of directors has ultimate and autonomous authority for:

(1) Developing, adopting, and periodically updating the Organization's personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices.

(2) Evaluating the Organization's activities, including service utilization patterns, productivity, patient satisfaction, achievement of project objectives, and developing a process for hearing and resolving patient grievances.

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(3) Developing, adopting, and periodically updating organizational policies for financial management practices, including a system to assure accountability for fiscal resources, long-range financial planning, monitoring organizational assets, approval of the annual project budget submitted as part of the Kansas Block Grant application, and the annual budget procedures, budget priorities, and eligibility for services, including criteria for partial payment schedules.

(4) Developing, adopting, and periodically updating the Organization's health care policies, including scope and availability of services, location and hours of services, and undertaking a quality of care audit.

(5) Assuring that Organizational activities are conducted in compliance with applicable federal, state, and local laws.

(6) Evaluating Organizational achievements at least annually using the knowledge gained to revise its mission, goals, objectives, plans, and budgets as may be appropriate and necessary.

(7) Selecting an independent auditor and officially accepting the annual audit report.

(8) Evaluating itself periodically for efficiency, effectiveness, and compliance with all Kansas Public Health requirements.

Section 3.02. Number.

The Board of Health shall consist of 9 members.

Section 3.03. Qualification and Election.

In accordance with Section 2.03:

a. The members of the Board of Health shall include individuals representing the community and area businesses, including, but not limited to banking, education, government, health care, social services, the media or other businesses with knowledge and expertise essential to public health and the Organization. This group of individuals shall reside in the service area of the City-Cowley County Board of Health.

b. Employees of the Organization and their spouses, children, parents or brothers or sisters, by blood or marriage, are not eligible to serve on the Board of Health.

Section 3.04. Term.

The Board of Health Members shall serve for a term of three (3) years or until their successors are elected and qualified, or until they have resigned or have been removed.

a) Member's terms shall be staggered so that one-third (1/3) is elected each year.

b) Members will be appointed in classes.

c) Members whose terms are expiring shall state their intention to seek reappointment no later than the October regular meeting of the Board of Health.

d) Notice of all upcoming vacancies shall be relayed to the appointing bodies through the office of the administrator.

e) The appointing bodies will employ their specific processes to recruit and appoint individuals to the Board of Health as stated in Section 2.03. and Section 3.03.

Section 3.05. Vacancies.

Any vacancy on the Board of Health shall be filled in compliance with the foregoing sections relating to qualification and appointment. The individual appointed to fill a vacancy shall hold office until the expiration of the term of the vacating Member.

Section 3.06. Conflict of Interest.

No member of the Board of Health shall engage in any practice which constitutes a conflict of interest. This includes, but is not limited to:

- a. Use of the Organization for personal or business gain.
- b. Employment by the Organization of persons in the Board member's household or Administrator's household or immediate family.
- c. Use of the Organization for political activity.

Board members shall recuse themselves from any Board discussion and/or action on issues where a potential conflict of interest exists. Board members shall annually declare any conflicts of interest they may have. Board members shall recuse themselves from any Board discussion and/or action regarding these conflicts of interest.

Section 3.07. Compensation.

Members shall not be compensated for their services to the Organization as Directors except that they may be reimbursed for expenses incurred as the result of activities on behalf of the Organization. No Member shall receive preferential treatment for services.

Section 3.08. Resignation.

Any Member may resign at any time, effective either immediately or at a specified later date, by written resignation delivered to the Board of health, the President, or the Secretary of the Organization.

Section 3.09. Removal.

Removal from the Board is detailed in Section 2.05. **Section 3.10. Attendance.**

Board members shall be expected to attend at least seventy-five percent (75%) of the Board meetings annually. Board members not fulfilling this requirement are subject to removal by three-fourths (3/4) vote by the entire Board.

ARTICLE IV - MEETINGS OF BOARD OF HEALTH: DIRECTORS

Section 4.01. Annual Meeting.

The annual meeting of the Board of Health shall be held in the month of January of each calendar year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of officer shall not be held on the day designated for the annual meeting of the members, or at any adjournment thereof, the Board of Health shall schedule the election at a special meeting of the members as soon thereafter as convenient. At the annual meeting the Board of Health Members shall elect officers.

Section 4.02. Regular Meetings.

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The Board of Health shall meet monthly at such place and time as established by the President after consultation with the Board. The Board of Health may provide by resolution the time and place of the holding of the monthly meeting, without notice other than such resolution.

Section 4.03. Special Meetings.

A special meeting, including teleconference meetings, of the Board may be held at the call of the President or Vice-President, at a place and time designated in the notice of the meeting, or at the call by written petition delivered to the Secretary and signed by any two (2) Members, at a time not later than thirty (30) days after receipt by the Secretary of the petition and a place designated by the President, Vice-President or Members in the notice of the meeting.

Section 4.04 Notice of Meetings.

Notice of the place and time of any meeting of the Board of Health, except as herein otherwise provided, shall either be delivered personally, be communicated by telephone or via e-mail, or be sent to each Member by first class mail, charges prepaid, addressed to the Member at his or her address shown in the records of the Organization. If personally delivered or communicated by telephone or e-mail, the notice shall be given or delivered at least three (3) days before the meeting. If sent by mail, the notice shall be mailed at least five (5) days before the meeting. The notice need not state the purpose of any meeting. Notice of any meeting of the Board of Health may be waived in a document filed with the Secretary by any Member if the waiver sets forth in reasonable detail the purpose(s) for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Health shall constitute a waiver of notice of that meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.05. Quorum.

A majority of the Members then serving shall constitute a quorum for the transaction of business except as otherwise specifically provided for in these By-Laws.

Section 4.06. Meeting Conduct.

The conduct of all board and committee meetings shall be governed by Robert's Rules of Order, except as otherwise provided herein.

Section 4.07. Open Meetings.

That KSA 75-4317a, 75-4318, 75-4319, and 75-4320 be adopted into the Board of Health bylaws defining open meetings.

Section 4.08. Telephonic/Electronic Meetings.

Any or all members of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication through which the participants may simultaneously hear each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE V - OFFICERS

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Section 5.01. Officers.

The officers of the Organization shall consist of a President, a Vice President, and a Secretary/Treasurer, and any other officers deemed necessary or desirable by the Members. The President shall be that person selected by the Board of Health to be the chief presiding officer of meetings. Only the offices of Secretary and Treasurer may be held by the same person. The Administrator/Public Health Officer may be designated an Ex Officio Secretary/Treasurer. The Board of Health may create, appoint and define the duties of any or all such officers as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Organization is formed.

Section 5.02. Election and Terms of Officers.

The officers of the Organization shall be elected by the Board of Health at their annual meeting. The officers shall be elected to serve for one (1) year and until their successors are duly elected and qualified.

Section 5.03. Removal.

Any officer of the. Board of Health, for just and reasonable cause, may be removed from office, after not less than thirty (30) days' notice and opportunity for hearing before the Board of Health, any person who, in the opinion of the Board of Health, shall have abused the privilege of membership or is otherwise guilty of wrongful conduct detrimental to the Organization or its membership. The Board of Health, after hearing, shall be the sole judge of whether the conduct in question warrants expulsion from membership as determined by a three-fourths (3/4) vote of the Board of Health.

Section 5.04. Vacancies.

Whenever a new vacancy shall occur in any office by death, resignation, or otherwise, the same shall be filled by the Board of Health, and the officers so elected shall hold office until the next annual meeting.

Section 5.05. Powers and Duties.

The officers of the Board shall have all powers and duties as generally pertain to their respective offices:

a. President.

The President shall preside at the meetings of the Board of Health and shall see that all orders and resolutions of the Board of Health be transmitted to the Administrator/Public Health Officer of the Organization for purposes of effectuating the same.

b. Vice President.

The Vice President shall preside at all meetings of the Board of Health in the event of absence of the President and carry out all other responsibilities of the President in the President's absence.

c. Secretary.

The Secretary shall cause to be recorded proceedings of meetings of the Board for

accurate meeting minutes; keep a register of the names and addresses of all members of the Organization; at all times keep on file a complete copy of these By-Laws and all amendments and restatements; when directed to do so, give proper notice of meetings of the Board and of committees; perform other duties that are from time to time prescribed by the Board; and in general perform all duties usually incident to the office of the Secretary of a Kansas Board of Health including the annual report required by the State of Kansas.

c. **Treasurer.**

The Treasurer shall ensure a complete record of account, showing accurately at all times, the financial condition of the Organization; shall be the legal custodian of all moneys, notes, securities and other valuables which may, from time to time, come into the possession of the Organization; shall furnish at meetings of the Board of Health, or whenever requested, a statement of the financial condition of the Organization; and shall perform such other duties as these By-Laws may require or the Board of Health may prescribe.

Section 5.06. Execution of Documents.

Unless otherwise provided by the Board of Health, all contracts, leases, commercial papers, bonds, deeds, mortgages, certificates of membership, isolation or quarantine orders, grant acceptance documents or (without being limited by the foregoing) any other instrument in writing shall be signed by the President of the Board or the Administrator/Public Health Officer.

Section 5.07. Loans to Officers and Directors.

No loan of money or property shall be made to any officer or Member of the Organization.

ARTICLE VI - ORGANIZATIONAL RECORDS

Section 6.01. Place of Keeping, in General.

Except as otherwise provided by the laws of the State of Kansas, by the Constitution, or these By-Laws, the books and records of the Organization will be kept at 320 E. 9th, Suite B, Winfield, KS 67156 or at such other place or places, within the State of Kansas as the Board of Health may, from time to time, by resolution determine. Business records of the organization will be available for inspection during normal business hours by members of the organization.

Section 6.02. Records

The Organization shall maintain adequate business records supporting all operational and economic activity including, but not limited to receipts and expenditures, loans and other indebtedness, checking and savings accounts, and other business transactions that provide a complete accounting record.

ARTICLE VII - COMMITTEES

Section 7.01. Standing Committees.

Standing committees of the Board of Health shall be organized in the order and at the time determined by the Board of Health in anticipation of the needs for the Organization. Board

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members comprise at least a majority of each standing committee.

Section 7.02. Executive Committee

The Executive Committee shall consist of the Officers of the Board of Health. The Administrator/Public Health Officer is a member of the Executive Committee. The Board of Health may, by resolution or resolutions passed by majority of the whole Board, empower the Executive Committee to act for and on behalf of the Board between meetings of the Board for urgent matters. Notwithstanding the foregoing, the designation of such an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Health or any member thereof of any responsibility imposed on it or on any member by law. The functions of the Executive Committee may be performed by meetings of the Committee held in the regular way or by a majority of the members thereof, who being in communication with each other either by letter, e-mail or telephone, may decide any matters coming within the scope of the Committee's powers.

The Executive Committee shall keep due record of all meetings and actions of the Committee and such records shall at all times be open to the inspection of any Member and from time to time shall be filed with the Board of Health at the meetings thereof. Such records, and all actions of the Committee recorded therein, shall be subject to the supervision and ratification of the Board. Meetings of the Committee may be called at any time by the President or any two (2) members of the Committee, by giving in advance to each member, twenty-four (24) hours' notice of the time and place of such meeting. A majority of the members of the Committee shall constitute a quorum at such meetings for the transaction of business.

Section 7.03. Finance Committee.

The Board President shall appoint the Chair of the Finance Committee .The Treasurer shall be a member of the Finance Committee. This Committee shall include not less than three and not more than five members. The Administrator/Public Health Officer is a member of the committee, except for purposes of the annual Administrator/Public Health Officer evaluation, in addition to two to five members recruited. A majority of the committee must be board members. This Committee shall be responsible to review and bring monthly financial reports to the Board of Health; recommend annual operational and capital budgets; make investment decisions; review financial policies; plan and build a suitable reserve; maintain acceptable organizational debt; bring policy recommendations to the Board; and ensure that an annual audit is conducted. This committee has no authority to change policy or make official decisions without board approval. The Finance Committee shall evaluate the Administrator/Public Health Officer annually and provide a report of said evaluation to the Board of Health.

Section 7.04. Strategic Planning and Quality Assurance Committee.

The Board President shall appoint Chair of the Quality Assurance Committee. Members may include representatives of the local public health, community health or medical community. This Committee shall include not less than three and not more than five members. The Administrator/Public Health Officer, except for purposes of the annual Administrator/Public Health Officer evaluation, and the Medical Director are members of the committee in addition to

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the three to five members recruited. A majority of the committee must be board members. This Committee is responsible for establishing Quality Assurance / Quality Improvement policies and for overseeing Community Health Improvement and Strategic Planning. The Organizational Quality Assurance Program may include privileging, accident/incident reports, patient satisfaction, complaint procedures, infection control, risk management, external audit and continuing education compliance. This committee has no authority to change policy or make official decisions without board approval. The Strategic Planning Committee shall evaluate the Administrator/Public Health Officer annually and provide a report of said evaluation to the Board of Health.

Section 7.05. Policy Committee.

The Board President shall appoint Chair of the Policy Committee. This Committee shall include not less than three and not more than five members. The Administrator/Public Health Officer is a member of the committee, except for purposes of the annual Administrator/Public Health Officer evaluation, in addition to the three to five members recruited. A majority of the committee must be board members. This Committee is charged with the development of written board policy, department policy, personnel policies, job descriptions, rates of pay, vacation policies and employees benefits. The committee reviews the personnel policies annually and recommends any revisions to the board. This committee has no authority to change policy or make official decisions without board approval. The Policy Committee shall evaluate the Administrator/Public Health Officer annually and provide a report of said evaluation to the Board of Health.

Section 7.06. Other Committees.

Other ad-hoc Committees may be appointed from time to time as necessary to conduct the business of the Board. The Board President shall appoint a committee chair. The number of members of the committee shall be defined by the Board.

ARTICLE VIII - ACTIVITIES

Section 8.01. Activities.

a. The Organization shall not engage in any activity for purpose of or resulting in private profit of any of its members, directors, officers, or employees; they may receive a fair and reasonable compensation for services rendered to the Organization.

b. The activities of the Organization may consist of or include, directly or indirectly, the advocacy of propaganda or formal lobbying to influence legislation only to further the practice of Public Health; including the Ten Essential Services of Public Health.

**ARTICLE IX – INDEMNIFICATION
OF BOARD MEMBERS, OFFICERS and EMPLOYEES**

Section 9.01.

The organization shall indemnify any person who was or is a party to or who is threatened to be made a party to any civil, criminal, administrative or investigative action (other than action by or in the name of the corporation) by reason of the fact that such person is or was a director or

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officer of the corporation, past entity or present repurposed entity. The indemnification includes expenses, including attorney fees, judgments, fines, and amounts paid in settlement reasonably incurred in connection with such actions sued or proceeded, if the person acted in good faith. With respect to any criminal action or proceeding the indemnification extends the person who did not have reasonable cause to believe that his/her conduct was unlawful.

Section 9.02.

To the extent that a person who is a director or officer of the organization has been successful on the merits or otherwise in defense of any claim, suit or proceeding referred to in Section 1 of this Article, the person shall be indemnified against expenses reasonably incurred in connection therewith.

Section 9.03.

Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the organization only upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in said Section 1. Such determination shall be made (1) by the Board of Health by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, if obtainable by a quorum of disinterested directors as directed by independent legal counsel in a written opinion.

Section 9.04.

Expenses incurred in defending civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Health upon receipt of any undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 9.05.

Persons who are not directors or officers of the organization but are employees or agent of the organization or are serving at the request of the organization as employees or agents of another organization, partnership, joint venture, trust or enterprise may be indemnified to the extent authorized by the Board of Health of the organization.

Section 9.06.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity or as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors, and administration or such other person.

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Section 9.07.

The assumption by a person of a term of office as a director or officer of the organization, or at the request of the organization as a member, director or officers of another organization, partnership, joint venture, trust or other enterprise, shall constitute a contract between such person and the organization entitling him/her to all of the rights and privileges of indemnification afforded by this Article as in effect as of the date of his assumption of his term or office..

Section 9.08. Liability Insurance.

The organization shall purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee or agent of the organization, or is or was serving at the request of the organization as a member, director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any capacity, or rising out of his status as such, whether or not the organization would have the power to indemnify him against such liability under the provisions of this bylaw or under the provisions of any law of the State of Kansas.

ARTICLE X – AMENDMENTS

These By-Laws may from time to time be amended in whole or in part or entirely restated at any meeting of the Board at which a quorum is present upon receiving the vote of three-fourths (3/4) of the total number of Members. Notice of the meeting shall state that the purpose of the meeting is to consider the proposed amendment or restatement of these By-Laws and shall include, or be accompanied by a copy of, each proposed amendment or the proposed restatement. A copy of the bylaws including proposed changes must be provided for each board member not less than 20 days prior to the date of the meeting at which the board will consider and determine any changes.

Bob Mathews 9/6/16
Bob Mathews, Chairperson

9/6/16
Date

Mary Benton
Mary Benton, Vice-Chairperson

9/6/16
Date

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